

ARTICLES OF ORGANIZATION

OF

BENCO, L.L.C.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned members, desire to form a limited liability company under the Code of Alabama and do hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I

The name of this limited liability company shall be BENCO L.L.C.

ARTICLE II

The purpose or purposes for which this limited liability company is formed is/are as follows:

- (1) To engage in the business of real estate development.
- (2) To do and engage in any business which a natural person can do.
- (3) To manufacture, purchase or otherwise acquire, own, pledge, sell assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandize of every class and description, whether or not the same specifically pertain to the classes of business above specified.
- (4) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.
- (5) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.
- (6) To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon and to sell, lease, maintain, own, repair, and operate such properties.
- (7) To borrow and lend money and to give or take security

David R. Harkins
2521 Lime Village
B'ham, AL 35216

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therefore by way of mortgage, pledge, transfer or assignment of real or personal property of every nature.

(8) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this limited liability company may think necessary or convenient for the purposes of its business, and to buy, own and hold real property for the purpose of securing debts due the limited liability company, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(9) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the limited liability company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(10) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the attainment of the purposes of the limited liability company, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this limited liability company to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the limited liability company in addition to those powers specifically conferred upon the limited liability company by the Code of Alabama (1975), Section 10-12-4, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the limited liability company otherwise granted by said law.

ARTICLE III

The location and mailing address of the initial registered office of the limited liability company is 1230 Inverness Corners, Birmingham, Alabama 35242 and the name of its initial registered agent at such address is Tommy Coker.

ARTICLE IV

The names and mailing addresses of the initial members of the limited liability company are as follows:

Keith Mitchell
1230 Inverness Corners
Birmingham, AL 35242

Steve Sutherlin
1230 Inverness Corners
Birmingham, AL 35242

Tommy Coker
1230 Inverness Corners
Birmingham, AL 35242

ARTICLE V

The members of this limited liability company shall have the right to add new members by holding a special meeting of all the current members of the organization. At this meeting, a unanimous vote of those present will be required to amend these Articles of Organization to add one or more proposed new members.

ARTICLE VI

The members of this limited liability company shall have the right to continue the business in the event one or more of the members become dissociated with the company and so long as at least two or more members remain as members of the company.

ARTICLE VII

All members of the company shall share equally in the management of this limited liability companies affairs. Under no

circumstances shall any single member or group of members smaller in number than the total number of members of the company take responsibility, either formally or informally, for managing the affairs of the company. This article is to be construed to mean that there shall never exist, within this limited liability company, any form of centralized management.

ARTICLE VIII

The members of this limited liability company shall not have the ability to freely transfer their individual interests in the company.

ARTICLE IX

Any amendment required by these articles or by the laws of the State of Alabama with respect to limited liability companies shall be signed by at least one member. If an amendment is required pursuant to Article V above, the new member or members shall also sign the amendment adding them to the company.

ARTICLE X

The above represents the provisions required by the State of Alabama to form a limited liability company. Any information relevant to the internal affairs of this limited liability company can be found in the company document entitled "operating agreement."

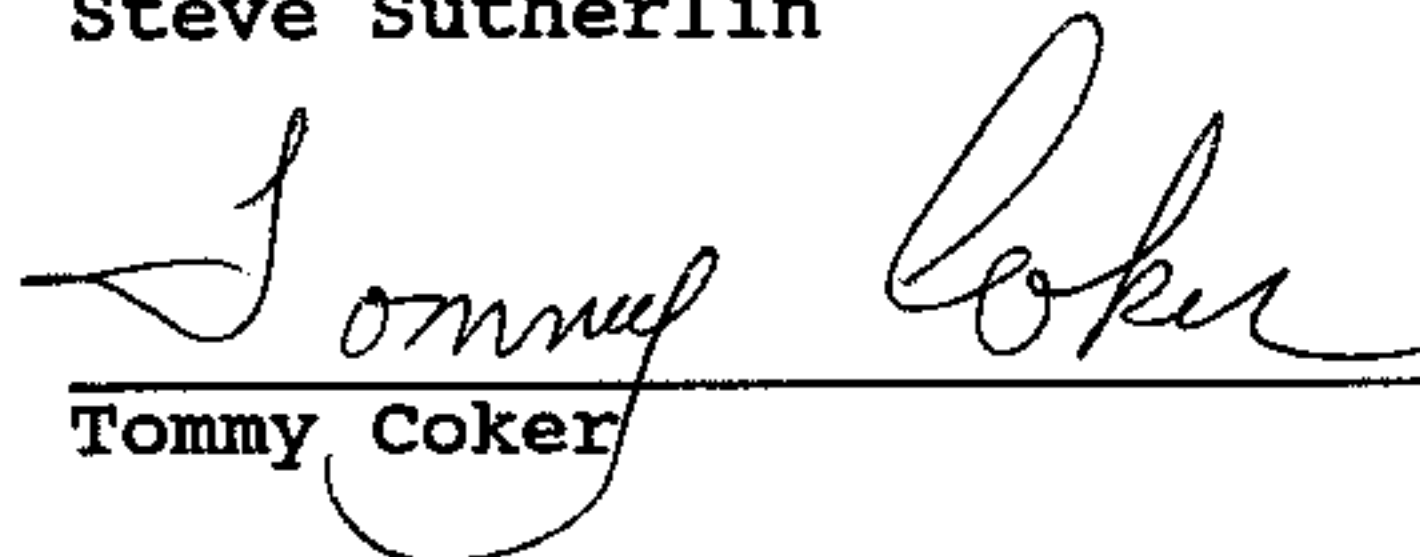
Executed this the 9th day of November, 1993 by the
following members:



Keith Mitchell



Steve Sutherlin



Tommy Coker

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