

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
BS CONSULTING COMPANY, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the probate judge of the County in which the initial registered office of the limited liability company will be located and attest that the facts stated in these Articles of Organization are true and correct:

Inst # 1996-06382

ARTICLE I

NAME

The name of this limited liability company (the "Limited Liability Company") shall be:

BS CONSULTING COMPANY, L.L.C.

ARTICLE II

DURATION

The period of duration is thirty (30) years from the date of filing of these Articles of Organization with the Probate Judge of Shelby County, unless the Limited Liability Company shall be sooner dissolved and its affairs wound up in accordance with its Articles of Organization or Operating Agreement.

ARTICLE III

PURPOSES

The nature of the business of the Limited Liability Company and its objects, purposes and powers are:

(a) To provide various consulting services;

(b) To acquire by purchase, assignment, transfer or otherwise, and to maintain, operate, own, lease, improve, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, or privilege which

02/28/1996 08:38
12 FEB 1996 DEPT OF PROBATE
SHELBY COUNTY JUDGE OF PROBATE
004 NCD 80.00

any limited liability company may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, debt obligations of the Limited Liability Company or by the transfer of an interest or the granting of membership in the Limited Liability Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Limited Liability Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Limited Liability Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Limited Liability Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV

REGISTERED AGENT/OFFICE

The location and street address of the initial registered office of the Limited Liability Company shall be 700 Industrial Park Drive, Alabaster, Alabama 35007 and its registered agent at such address shall be Dr. Walter A. Shaw.

ARTICLE V

INITIAL MEMBERS

The names and addresses of the initial members (the "Members") of the Limited Liability Company are:

<u>MEMBER</u>	<u>ADDRESS</u>
Dr. Walter A. Shaw	700 Industrial Park Drive Alabaster, Alabama 35007
Dr. Stephen W. Burgess	700 Industrial Park Drive Alabaster, Alabama 35007

ARTICLE VI

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Limited Liability Company's Operating Agreement.

ARTICLE VII

OPERATING AGREEMENT

The Operating Agreement of the Limited Liability Company shall be executed by each Member of the Limited Liability Company and shall set forth all provisions for the affairs of the Limited Liability Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles.

ARTICLE VIII

CONTINUATION UPON DISSOCIATION OF MEMBER

The Members shall have the right to continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Limited Liability Company (collectively, "Dissociation"), as long as there are at least two remaining Members or at least one remaining Member and a new Member is admitted, and the remaining Members agree to continue the Limited Liability Company by

unanimous written consent within 90 days after the Withdrawal of a Member, as set forth in the Operating Agreement of the Limited Liability Company.

ARTICLE IX

MANAGEMENT

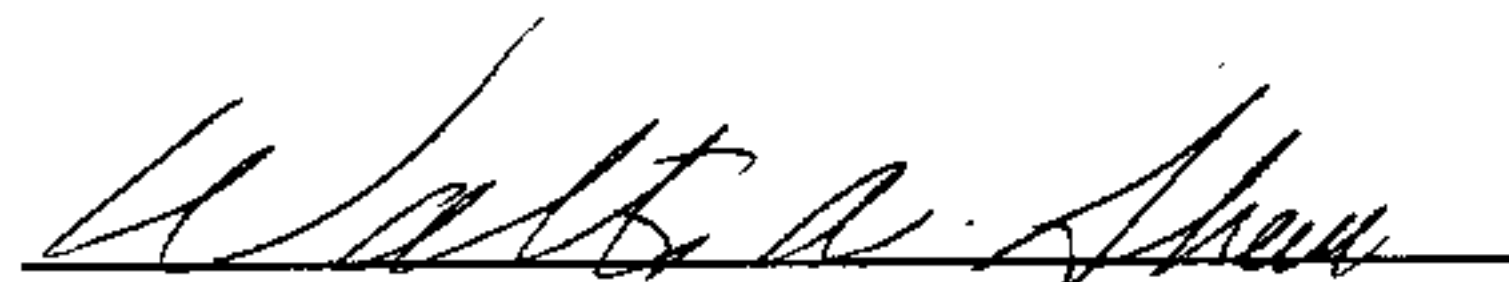
Management is vested in all of the Members of the Limited Liability Company.

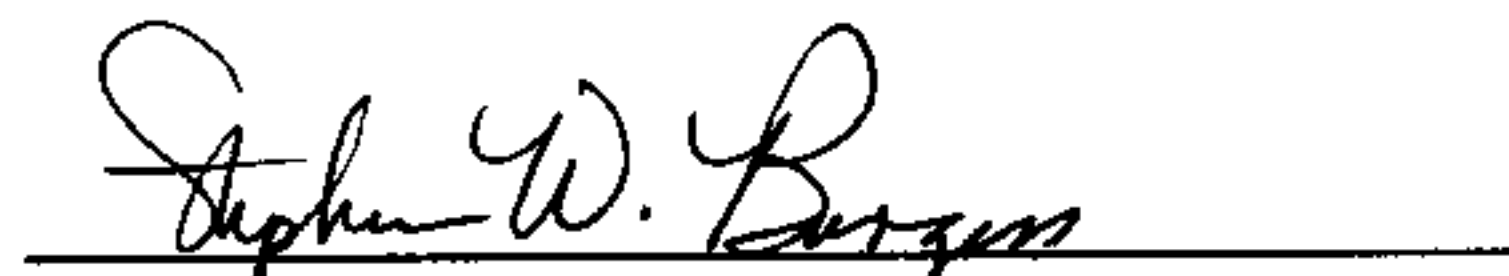
ARTICLE X

LIABILITIES OF MEMBERS

Members of the Limited Liability Company are not liable under a judgment, decree or order of a court, or in any other manner, for any debt, obligation or liability of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization, on this, the 15th day of November, 1995.


Dr. Walter A. Shaw


Dr. Stephen W. Burgess

THIS INSTRUMENT WAS PREPARED BY:

✓ Randall D. McClanahan
BALCH & BINGHAM
P. O. Box 306
1901 Sixth Avenue North
Suite 2600

Inst # 1996-06382
Birmingham, Alabama 35201

02/28/1996-06382
12:28 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 NCD 80.00