

STATE OF ALABAMA

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SHELBY COUNTY

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**ARTICLES OF ORGANIZATION
OF MUNICIPAL REVENUE SERVICES, L.L.C.**

The undersigned, for the purposes 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 Shelby County and attest that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

NAME

The name of this limited liability company (hereinafter referred to as the "Company") shall be Municipal Revenue Services, L.L.C.

ARTICLE II

DURATION

The period of duration is 40 years from the date of filing of these Articles of Organization with the Probate Judge of Shelby County unless the 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 Company and its objects, purposes and powers are:

- (a) To provide tax collection and other services to municipal governments;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge and to sell, exchange, transfer, deal and in any matter dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses,

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power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or 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 cooperation; to pay for the same in cash, debt obligations of the company or by the transfer of any interest or the granting of membership in the 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 of the powers necessary are 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 Company or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in anyway limit by inference any powers, objects or purposes which the 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 mailing address of the initial registered office of the Company shall be 1654 Southpointe Drive, Birmingham, Alabama 35244 and its registered agent at such address shall be Thomas A. Simpson, Jr.

ARTICLE V

INITIAL MEMBERS

The names and addresses of the initial members (hereinafter referred to as the "Members") of the Company are:

Thomas A. Simpson, Jr.
1654 Southpointe Drive
Birmingham, Alabama 35244

Systems Engineering Consultants, Inc.
94 McFarland Blvd., North
Northport, Alabama 35476

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 additional Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII

OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the 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 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 Company (hereinafter referred to collectively as "Dissociation"), as long as there are at least two remaining Members or at least one remaining 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 dissociation of a Member as set forth in the Operating Agreement of the Company.

ARTICLE IX

MANAGEMENT

The management of the Company shall be vested in all of the Members of the Company.

ARTICLE X


LIABILITIES OF MEMBERS

Members of the 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 Company.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization on this the 2nd day of October, 1996.


Thomas A. Simpson, Jr.

SYSTEMS ENGINEERING CONSULTANTS, INC.

BY 
Robert Wilson
As Its President

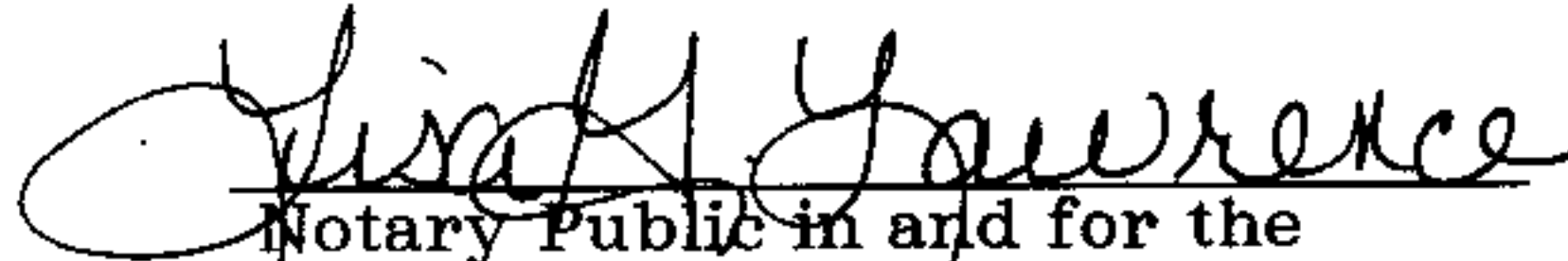
STATE OF ALABAMA

COUNTY OF ~~SHELBY~~ TUSCALOOSA

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I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Thomas A. Simpson, Jr., who is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day same bears date.

Given under my hand and official seal, this the 2nd day of October, 1996.


Notary Public in and for the
State of Alabama at Large

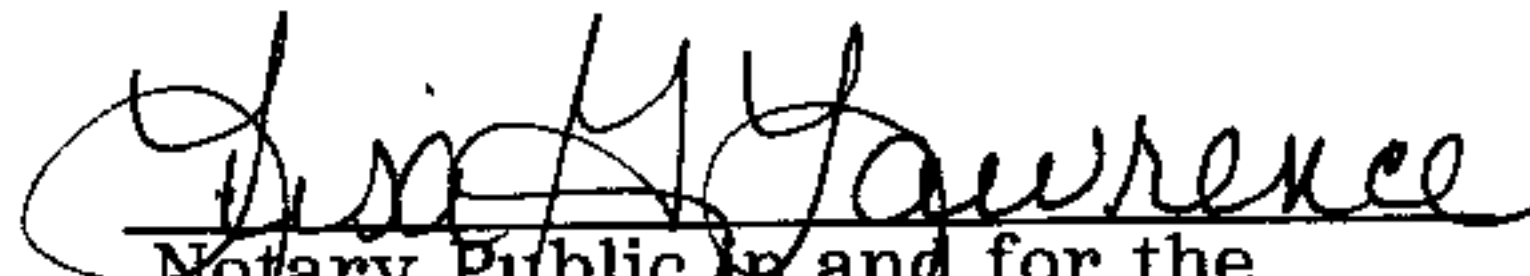
STATE OF ALABAMA

COUNTY OF TUSCALOOSA

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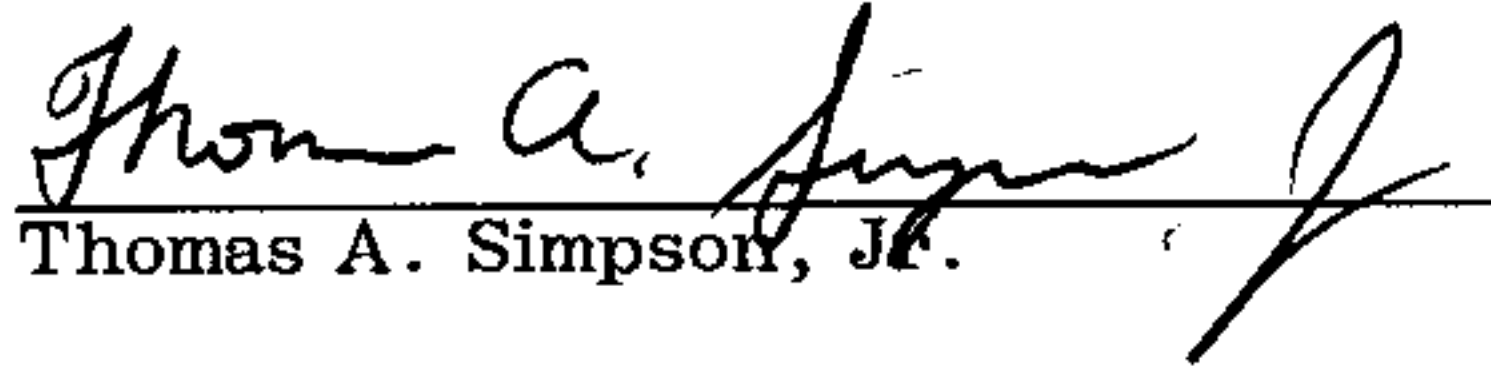
I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Robert Wilson, whose name as President of Systems Engineering Consultants, Inc., an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 2nd day of October, 1996.


Notary Public in and for the
State of Alabama at Large

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Thomas A. Simpson, Jr., accept appointment as Registered Agent, and state that I am familiar with the duties as agent.


Thomas A. Simpson, Jr.

STATE OF ALABAMA

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COUNTY OF ~~SHELBY~~ Tuscaloosa

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I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Thomas A. Simpson, Jr., who is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day same bears date.

Given under my hand and official seal, this the 2nd day of October, 1996.


Notary Public in and for the
State of Alabama at Large

THIS INSTRUMENT PREPARED BY:

 JERRY C. OLDSHUE, JR.

HUBBARD, SMITH, MCILWAIN, BRAKEFIELD & SHATTUCK, P.C.

Attorneys At Law

808 Lurleen Wallace Boulevard

Post Office Box 2427

Tuscaloosa, Alabama 35403

(205) 345-6789

File No. 31252.0013

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