

STATE OF ALABAMA )

COUNTY OF SHELBY )

**ARTICLES OF ORGANIZATION  
OF  
MARTIN PROPERTIES, L.L.C.**

We, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is Martin Properties, L.L.C.

2. The existence of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue in perpetuity, provided, however, that the Limited Liability Company shall be dissolved prior to such date (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

3. The purpose for which this Limited Liability Company is organized is to buy and sell real estate and to engage in all other business permitted under the laws of the State of Alabama.

4. The location and mailing address of the initial registered office shall be 626 Riverchase Parkway West, Birmingham, Alabama 35244 and the name of the initial registered agent at this address shall be Thomas D. Martin.

5. The names and mailing addresses of the initial members in the Limited Liability Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Thomas D. Martin	626 Riverchase Parkway West Birmingham, Alabama 35244
Jeri P. Martin	626 Riverchase Parkway West Birmingham, Alabama 35244

6. The members of the Limited Liability company shall have the right to admit additional members to the Limited Liability Company upon the unanimous consent of all the members of the Limited Liability Company.

7. The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability company upon the death, retirement, resignation, expulsion, bankruptcy or

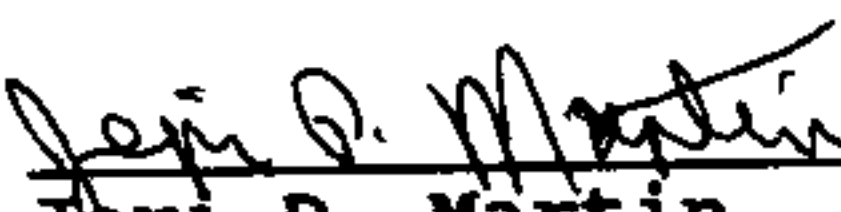
dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Limited Liability company is continued by a written consent of all the remaining members within ninety (90) days after the occurrence of the event of dissociation.

8. The Limited Liability Company shall be managed by the members.

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this 18 day of December, 1996.

MEMBERS:

  
Thomas D. Martin


  
Jeri D. Martin

STATE OF ALABAMA )

COUNTY OF Jefferson )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that THOMAS D. MARTIN and JERI D. MARTIN, whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day, that being informed of the contents of the foregoing instrument they executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 18 day of December, 1996.

  
Notary Public  
My Commission Expires: 3-1-98

✓ This instrument prepared by:  
James F. Burford, III  
Attorney at Law  
100 Vestavia Office Park  
Suite 200-A  
Birmingham, Alabama 35216

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SHELBY COUNTY JUDGE OF PROBATE  
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