

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

Pursuant to the provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is **COVINGTON PROPERTIES, L.L.C.** (the "Company").

ARTICLE II

Duration

The period of the Company's duration shall be perpetual, unless it is dissolved and its affairs wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III

Purposes

The purposes for which the Company is formed are:

(a) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, develop, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to manage, market, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein, and to engage in any and all business activities related to or incidental thereto; and

(b) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

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ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 3548 Shandwick Place, Birmingham, Alabama 35242, and its registered agent at such address shall be Joseph F. Covington, Jr.

ARTICLE V

Initial Members

The names and addresses of the initial Members are:

Joseph F. Covington, Sr.
2024 12th Avenue North
Birmingham, Alabama 35234

Joseph F. Covington, Jr.
3548 Shandwick Place
Birmingham, Alabama 35242

Ruth S. Covington
2024 12th Avenue North
Birmingham, Alabama 35234

Catherine L. Covington
3548 Shandwick Place
Birmingham, Alabama 35242

ARTICLE VI

Admission of Additional Members

Upon the written consent of a majority in interest of the Members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

ARTICLE VII

Continuation of Business

The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a Member of the 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 business of the Company is continued by the written consent of a majority in interest of the remaining Members within 90 days after the occurrence of the event of dissociation.

ARTICLE VIII

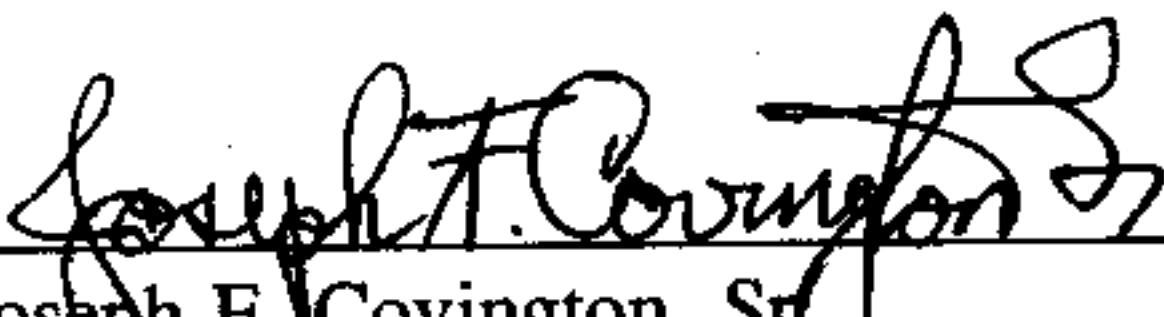
Manager


The Manager of the Company shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement. The name and address of the initial Manager of the Company, and who shall serve until his successor is elected and shall qualify, is:

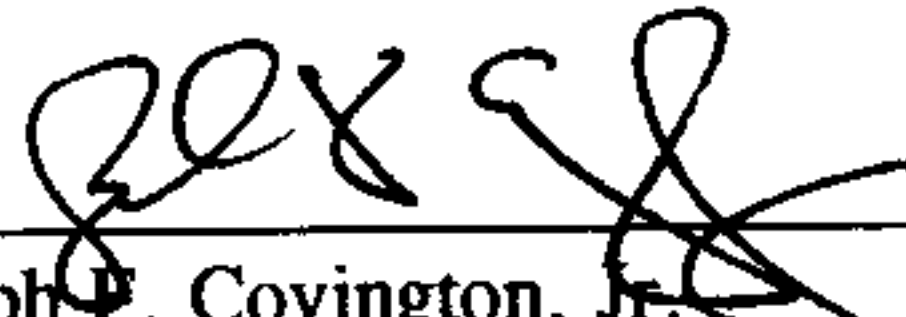
Joseph F. Covington, Jr.
3548 Shandwick Place
Birmingham, Alabama 35242

IN WITNESS WHEREOF, these Articles have been subscribed as of the 18th day of March, 1997 by the undersigned Members, who affirm that the statements made herein are true under the penalties of perjury.

MEMBERS:


Joseph F. Covington, Sr.


Ruth S. Covington


Joseph F. Covington, Jr.


Catherine L. Covington

This document was prepared by:

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