

**ARTICLES OF ORGANIZATION
OF
BENEFITS ADMINISTRATION SERVICES, L.L.C.**

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

ARTICLE I.

Name

The name of the limited liability company is Benefits Administration Services, L.L.C. (the "Company").

ARTICLE II.

Duration

The Company shall dissolve and terminate thirty (30) years following the date these Articles of Organization are filed with the probate judge of the county in which the initial registered office is located.

ARTICLE III.

Purposes

The purposes, objects and powers of the Company are to engage in any lawful business, act or activity for which a limited liability company may be organized under the Act, it being the purpose and intent of this Article to vest the Company with the broadest purposes, objects and powers lawfully permitted a limited liability company under the Act, including, without limitation, the buying, selling, hiring, leasing, operating, dealing in or otherwise using, at any place or places, real and personal property of any and every kind and description and to engage in any and all activities necessary or incidental to the foregoing.

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ARTICLE IV.

Registered Agent; Registered Office

The location and street address of the initial registered office shall be 1121 Riverchase Office Road, Hoover, Alabama 35244 and its registered agent of such address shall be Dianne L. Hart.

ARTICLE V.

Initial Members

The names and mailing addresses of the initial Members of the Company are as follows:

<u>Name</u>	<u>Address</u>
Keith M. Barfield	101 Stevens Hill Circle Hoover, AL 35244
Donald W. Murphy, Jr.	801 Hillshire Drive Birmingham, AL 35244
John P. Shank	2767 Abingwood Way Birmingham, AL 35243
Steven N. Smith	3336 Overton Road Birmingham, AL 35223
Robert D. Farris	5463 Dover Cliff Circle Birmingham, AL 35242
Dianne L. Hart	2448 Columbiana Road Birmingham, AL 35216

ARTICLE VI.

Additional Members

Additional members can be admitted at such times and upon such terms and conditions as all the Members may agree.

ARTICLE VII.

Initial Managers

The Company's business and affairs shall be managed by one or more managers. The name and business address of the initial manager who is to serve as the manager until the first annual meeting of the Members or until his successor is elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Dianne L. Hart	2448 Columbiana Road Birmingham, AL 35216

ARTICLE VIII.

Assignment

A Member may not assign, in whole or in part his interest in the Company without the prior written consent of all the Members.

IN WITNESS WHEREOF, the undersigned, have duly executed these Articles of Organization this 1st day of July, 1998.

(Signature) Keith M. Barfield
Keith M. Barfield

(Signature) Donald W. Murphy, Jr.
Donald W. Murphy, Jr.

(Signature) John P. Shank
John P. Shank

(Signature) Steven N. Smith
Steven N. Smith

(Signature) Robert D. Farris
Robert D. Farris

(Signature) Dianne L. Hart
Dianne L. Hart

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