

This instrument prepared by:

Joyce Baker-Selesky
Lange, Simpson, Robinson & Somerville LLP
417 20th Street North, Suite 1700
Birmingham, Alabama 35203-3217

STATE OF ALABAMA)
COUNTY OF SHELBY)

**ARTICLES OF ORGANIZATION
OF
KINSEY & PUGH ENTERPRISES, LLC**

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 office of Shelby County, the county in which the initial registered office of the limited liability company will be located, and hereby affirm the facts stated herein are true and correct:

ARTICLE I

Name

The name of the limited liability company is KINSEY & PUGH ENTERPRISES, LLC (the "Company").

ARTICLE II

Duration

The term of the Company shall be perpetual from the date of the filing of these Articles of Organization with the office of the Probate Judge of Shelby County in which the initial principal office of the Company is located, unless the Company is earlier dissolved in accordance with the operating agreement of the Company or the Alabama Limited Liability Company Act.

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ARTICLE III

Purposes

The purpose or purposes for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act.

ARTICLE IV

Registered Office; Registered Agent

The location and mailing address of the initial registered office of the Company is 2344 Valleydale Road, Suite A, Birmingham, Alabama 35244, and the name of its initial registered agent at such address is ROBERT O. KINSEY.

ARTICLE V

Initial Members

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

NAME	ADDRESS
Robert O. Kinsey	2344 Valleydale Road, Suite A Birmingham, Alabama 35244
Velda D. Pugh	2344 Valleydale Road, Suite A Birmingham, Alabama 35244

ARTICLE VI

Organizer

The name and address of the organizer is Joyce Baker-Selesky, 417 20th Street North, Suite 1700, Birmingham, Alabama 35203-3217.

ARTICLE VII

Admission of Additional Members

The initial members of the Company shall have the right to admit additional members to the Company but only upon the unanimous written consent of the then existing Members of the Company.

ARTICLE VIII

Cessation of Membership

Upon the cessation of membership of a Member in the Company, if there are no remaining Members, the Company shall be dissolved and the affairs of the Company shall be wound up unless the holders of all the financial rights in the Company agree in writing, within 90 days after the cessation of membership of said last Member, to continue the legal existence and business of the Company and to appoint one or more new members, and the legal existence and business of the Company is continued and one or more new Members are appointed in the manner stated in the operating agreement of the Company or these Articles of Organization.

ARTICLE IX

Managers

The Company shall be managed by one or more managers and the names and addresses of the persons who are to serve as managers until their successors are elected and begin to serve are as follows:

NAME	ADDRESS
Robert O. Kinsey	2344 Valleydale Road, Suite A Birmingham, Alabama 35244
Velda D. Pugh	2344 Valleydale Road, Suite A Birmingham, Alabama 35244

ARTICLE IX

Internal Affairs

The regulation of the internal affairs of the Company shall be conducted in accordance with the provisions of the Company's Operating Agreement, as the same may be amended from time to time.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 2^d day of January 1999, by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

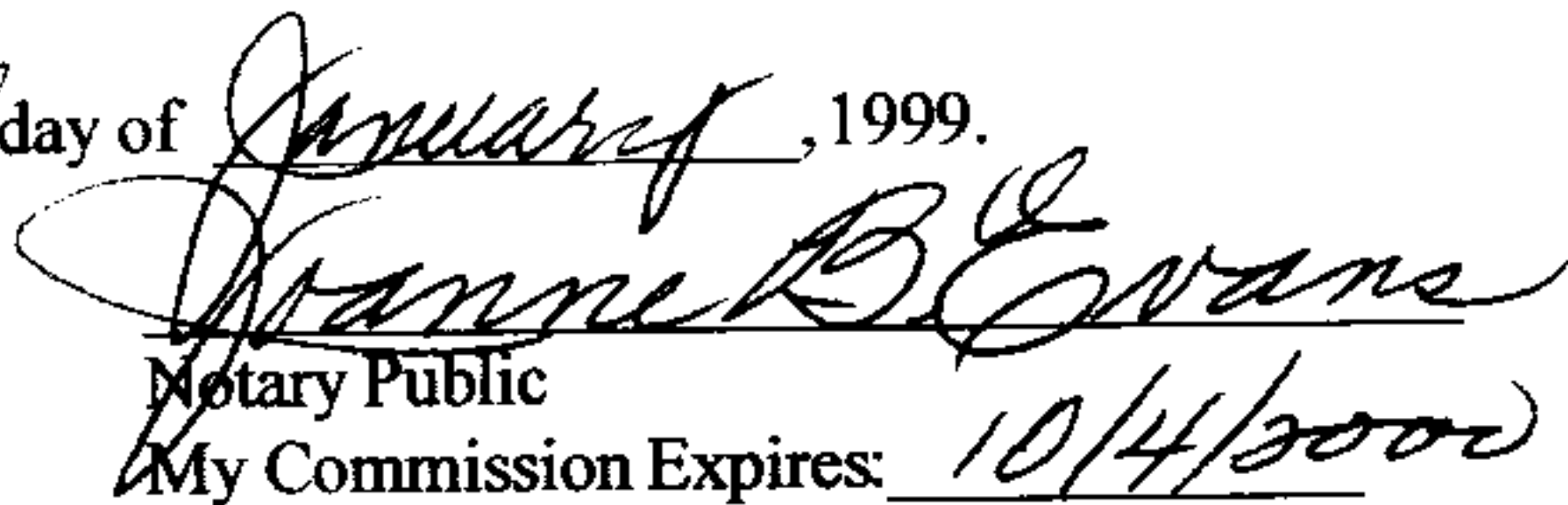
ORGANIZER:


Joyce Baker-Selesky

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned Notary Public in and for said County in said State, hereby certify that JOYCE BAKER-SELESKY whose name is signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Agreement, she executed the same voluntarily on the day the same bears date.

Given under my hand this 2nd day of January, 1999.


Notary Public
My Commission Expires: 10/4/2000

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SHELBY COUNTY JUDGE OF PROBATE