

**ARTICLES OF ORGANIZATION
OF
HCI OF LARGO, LLC**

Inst # 1999-36131

**08/27/1999-36131
11:31 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 CRH 60.00**

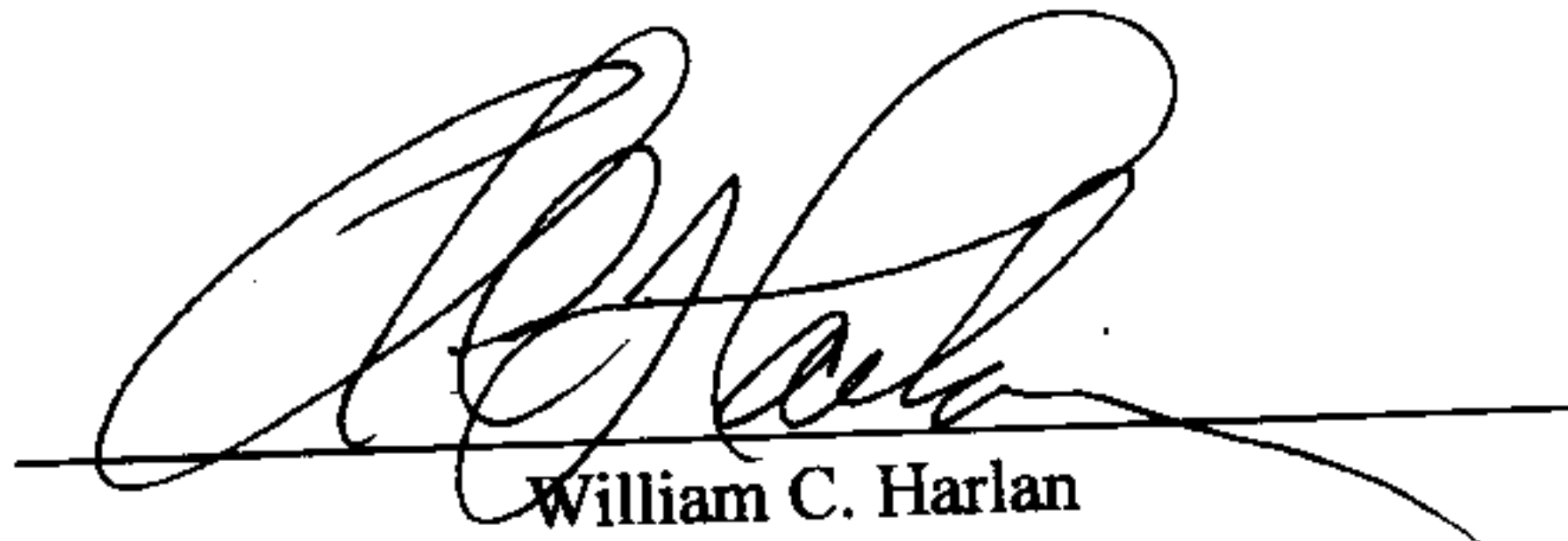
1. The name of the limited liability company is HCI of Largo, LLC, hereinafter referred to in these Articles of Organization as the "Company."
2. The period of its duration is perpetual.
3. The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act (the "Act"), including, without limitation, the following:
 - a. To serve as the limited partner and otherwise to own interests in entities that are engaged in the business of the development and ownership of real property;
 - b. To accomplish any lawful business whatsoever or which shall at any time appear conducive to or expedient for the protection or benefit of the limited liability company and its property;
 - c. To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under the Act or under the laws of any jurisdiction in which the company may conduct its business; and
 - d. To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.
4. The location and mailing address of the initial registered office of the Company is 7 Montagel, Birmingham, Alabama 35243. The name of its initial registered agent at that address is River Bend Partners, L.L.C.
5. The name and mailing address of the sole initial member of the Company is River Bend Partners, L.L.C., 7 Montagel, Birmingham, Alabama 35243.
6. The sole member, River Bend Partners, L.L.C., shall have the right to admit additional members to the Company in accordance with the terms and conditions of the applicable provisions of the Operating Agreement of the Company.
7. The cessation of membership of the last remaining member of the Company will result in dissolution of the Company, unless (i) the holders of all the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last

member to continue the legal existence of the Company and to appoint one or more new members of the Company, as permitted pursuant to Section 10-12-37(3) of the Act, or (ii) the legal existence and business of the Company is continued and one or more new members are automatically admitted as a member or members of the Company pursuant to the Operating Agreement of the Company.

8. The sole manager of the Company is William C. Harlan, whose mailing address 7 Montaget, Birmingham, Alabama 35243.

[SIGNATURE PAGE FOLLOWS]

The undersigned, acting as the sole initial member of the limited liability company named herein, executes these Articles of Organization as of the 27th day of August, 1999.


William C. Harlan
Organizer

This instrument prepared by:
Hugh C. Boston III, Esq.
Bradley Arant Rose & White LLP
420 North 20th Street, Suite 2000
Birmingham, Alabama 35203-2736

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