

Articles of Organization**ARTICLES OF ORGANIZATION OF
GROEGER AND HAYS QUALITY CONSULTANTS
LIMITED LIABILITY COMPANY/L.L.C.**

Pursuant to the Provisions of Section 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 Groeger and Hays Quality Consultants, L.L.C. (the "Company").

ARTICLE II***Duration***

The term of the Company shall be perpetual from the date of the filing of the Articles of Organization of the Company with the Probate Office of Shelby County, Alabama, unless it is dissolved and its affairs wound up prior to that date in accordance with the provisions of the Articles of Organization, this Operating Agreement or with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III***Purposes***

The purposes for which the Company is formed are:

- (a) To accomplish any lawful business whatsoever, or which shall at any time appear conducive to or expedient for the protection or benefit of the company and its assets, including, with out limitation, to providing consulting for management quality systems and services
- (b) to exercise all other powers necessary to, or reasonable connected with, the Company's business which may be legally exercised by limited liability companies under the law.
- (h) To engage in any other lawful act or activity for which limited liabilities

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companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 5225 Meadow Brook Road, Birmingham, Alabama 35242, and its registered agent at such address shall be Daniel Groeger.

ARTICLE V

Initial Members (and Organizer)

The names and addresses of the initial members are:

C. R. Hays	3100 Brookhill Drive Birmingham, Alabama 35242
Daniel F. Groeger	5225 Meadowbrook Road Birmingham, Alabama 36244

The name and address of the organizer is:

Daniel Groeger	5225 Meadowbrook Road Birmingham, Alabama 35242
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ARTICLE VI

Admission of Additional Members

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

ARTICLE VII

Cessation of Membership

The cessation of membership of one or more members will not result in the dissolution of the Company.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 24
day of November, 1999 by the undersigned members/organizer, who
affirm that the statements made herein are true under the penalties of perjury.

C R Hays
Name, Member

Name, Member

This Document prepared by:

Larry L. Johnson
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Suite C
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