

AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF ORGANIZATION OF SUNSHINE, L.L.C.

We, the undersigned, constituting all of the Members of Sunshine, L.L.C. for the purpose of amending and restating the Articles of Organization of Sunshine, L.L.C., an Alabama limited liability company and desiring to be governed by the provisions of the Alabama Limited Liability Company Act, Code of Alabama 1975, §§ 10-12-1 through 10-12-61 (the "Act") as in effect on and after January 1, 1998, and all amendments thereto, certify as follows:

- A. The name of the limited liability company (the "Company") is: Sunshine, L.L.C.
- B. The date of filing of the original Articles of Organization is March 31, 1995.
- C. The Articles of Organization are amended and restated to read as follows:

ARTICLES OF ORGANIZATION
OF
SUNSHINE, L.L.C.

- 1. The name of the limited liability Company is: Sunshine, L.L.C.
- 2. The existence of the Company shall be perpetual, unless the Company shall be earlier dissolved (a) by the unanimous approval of members ; (b) as provided in the Company's Operating Agreement, or (c) as may be required by the Act.
- 3. The purpose of the Company is to purchase, take, receive, lease or otherwise acquire, own, hold, improve, develop, use and otherwise deal in or with, real property, or any interest therein, wherever situated, and to manage, market, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real property, or any interest therein, and to engage in any and all business activities related to or incidental thereto. In addition, the Company shall be authorized to purchase, invest in, sell, transfer, exchange or otherwise dispose of, and generally deal in and with, precious metals, foreign currency and any and all forms of securities, including, but not limited to, shares, stocks, listed or over-the-counter options, bonds, debentures, notes, scrip, evidences of indebtedness, participation certificates, mortgages, mortgage-backed securities, contracts, certificates of deposit, commercial paper, "when-issued" securities, subscription rights, warrants, and certificates of interest of any and every kind and nature whatsoever (including derivative securities), secured or unsecured, and interests in limited liability companies and partnerships, whether represented by certificate or otherwise. The Company may engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.
- 4. The location and mailing address of the registered office of the Company shall be 2195 Lake Drive Parkway, Birmingham, Alabama 35244, and the name of the initial registered agent at such address shall be R. Wayne Lagle.

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5. The names and mailing addresses of the initial members of the Company are:

<u>Name</u>	<u>Address</u>
R. Wayne Lagle	2195 Lake Drive Parkway Birmingham, Alabama 35244
Michelle Lagle	2195 Lake Drive Parkway Birmingham, Alabama 35244

6. Subject to the terms and conditions for admission set forth in the Company's Operating Agreement, additional members may be admitted upon the unanimous written approval of all members of the Company.

7. The Company shall be managed by its manager. Except for situations in which the approval of the members is expressly required by nonwaivable provisions of applicable law or the Company's Operating Agreement, the manager shall have full and complete authority, power and discretion (a) to manage, control and make all decisions regarding the business, affairs (including the formulation of policies and management of financial affairs) and properties of the Company, and (b) to perform any and all other acts or activities customary or incident to the management of the Company's business. The name and mailing address of the initial manager of the Company is:

<u>Name</u>	<u>Address</u>
R. Wayne Lagle	2195 Lake Drive Parkway Birmingham, Alabama 35244

The undersigned, in accordance with the Alabama Limited Liability Company Act, have executed these Amended and Restated Articles of Organization as of the 1st day of January, 2000.


R. Wayne Lagle, Member


Michelle Lagle, Member

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