

**ARTICLES OF ORGANIZATION
OF
METROPOLITAN ATM, L.L.C.,
A LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Ala. Code, Section 10-12-1 (1993), et seq. (this Act as amended from time to time is referred to herein as the "Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I

NAME

The name of this limited liability company is METROPOLITAN ATM, L.L.C. (hereinafter referred to as "Company").

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Company is 802 Lake Heather Reserve, Birmingham, Alabama 35242. The Company's registered agent is STEPHEN S. RUSSELL, whose office is located at 802 Lake Heather Reserve, Birmingham, Alabama 35242.

ARTICLE III

MAILING ADDRESS

The mailing address for the principal place of business for the Company is 802 Lake Heather Reserve, Birmingham, Alabama 35242. The name and mailing addresses of the initial members of the Company are as follows:

JASON DRAKE	202 Crowne Reserve Drive Birmingham, Alabama 35244
BRIAN C. THOMSON	802 Lake Heather Reserve Birmingham, Alabama 35242
STEPHEN S. RUSSELL	802 Lake Heather Reserve Birmingham, Alabama 35242

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ARTICLE IV

DURATION

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2050. Except for prior amendment to this Article IV, no act by the Company or its members can avoid that dissolution.

ARTICLE V

INITIAL MEMBERS

The names and mailing addresses of the initial Members are:

<u>Name</u>	<u>Address</u>
JASON DRAKE	202 Crowne Reserve Drive Birmingham, Alabama 35244
BRIAN C. THOMSON	802 Lake Heather Reserve Birmingham, Alabama 35242
STEPHEN S. RUSSELL	802 Lake Heather Reserve Birmingham, Alabama 35242

ARTICLE VI

PURPOSE AND POWERS

Section 6.01 Purpose. This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose, including but not limited to the following purposes: installation, operation and management of automatic teller machines.

Section 6.02 Powers. The Company shall possess and may exercise all the powers and privileges granted by the Act or by any other law or by its Operating Agreement, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the Company.

ARTICLE VII

MANAGEMENT BY MEMBERS

The Company will be managed by its members.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

Section 8.01 New Members Who Acquire Their Membership Interests from the Company.

New members may acquire membership interests from the company only with the written consent of all members and when such person's admission is reflected in the records of the Company.

Section 8.02 New Members Who Acquire Their Membership Interests From a Current Member.

New members may acquire membership interests from a member of the Company only if the other members unanimously consent in writing and such new member consents to such admission as a new member.

ARTICLE IX

DISSOLUTION

Section 9.01 Dissolution Upon the Occurrence of Specified Events.

The occurrence of any of the following events or conditions will cause the Company to dissolve automatically:

- (a) Term. At the end of the duration as provided in ARTICLE IV.
- (b) Unanimous written consent. The written consent of all members to dissolve, wind up and liquidate the Company.

Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

Section 9.02 Dissolution and Dissolution Avoidance Following the Dissociation of a Member.

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company, in accordance with the provisions of Section 10-12-36 of the Act.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.02(b), the Company must have at least one remaining member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within ninety (90) days of the event of dissociation, the Company is continued by the written consent of all other members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE X

INTERIM DISTRIBUTIONS

The Company may make interim distributions to its members only as approved by all of the members.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization on this the 1 day of December, 2000.


Witness


Witness


Witness


JASON DRAKE


BRIAN C. THOMSON


STEPHEN S. RUSSELL

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