

This Instrument Prepared By:
Terry McElheny, Esq.
Dominick, Fletcher, Yeilding,
Wood, & Lloyd, P.A.
2121 Highland Avenue S.
Birmingham, Alabama 35205

STATE OF ALABAMA)
:
SHELBY COUNTY)

Inst # 2000-42658
12/11/2000-42658
02:52 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HMB 80.00

**ARTICLES OF ORGANIZATION
OF
BIRMINGHAM MARBLEWORKS, LLC**

The undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Act, Code of Alabama, Title 10, Chapter 12 (1975), as the same may be amended from time to time, hereby adopts the following Articles of Organization for **BIRMINGHAM MARBLEWORKS, LLC** (the "Limited Liability Company"):

**ARTICLE ONE
NAME**

The name of the Limited Liability Company is **BIRMINGHAM MARBLEWORKS, LLC**.

**ARTICLE TWO
PERIOD OF DURATION**

The Limited Liability Company shall continue in existence until dissolved in accordance with the provisions of the Limited Liability Company's Operating Agreement, or, if there is no provision in an Operating Agreement of the Limited Liability Company governing dissolution of the Limited Liability Company, then in accordance with the provisions of the Alabama Limited Liability Company Act.

ARTICLE THREE PURPOSE

The business of the Limited Liability Company shall be, to the extent permitted by law, (1) to engage in the business of manufacturing and contracting in natural stone and ceramic tile products; (2) to have and exercise all powers set forth in Code of Alabama (1975), Section 10-12-4, as the same may be amended from time to time; and (3) to engage in any lawful business or other activity, related or incidental to any of the foregoing activities.

ARTICLE FOUR INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing address of the initial registered office is 110-F David Green Road, Birmingham, Alabama 35244 and the name of the initial registered agent of the Limited Liability Company at such address is Phillip Michael Cook.

ARTICLE FIVE ORGANIZER

The name and address of the organizer is as follows:

NAME

Terry McElheny

ADDRESS

2121 Highland Avenue S.
Birmingham, AL 35205

ARTICLE SIX INITIAL MEMBERS

The names and mailing addresses of the initial members of the Limited Liability Company are:

NAME

Phillip Michael Cook

ADDRESS

3856 County Road 195
Clanton, AL 35046

Daniel Eric Weingarten

136 Oakmont Road
Birmingham, AL 35244

ARTICLE SEVEN ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the Limited Liability Company's Operating Agreement, if any. If the Limited Liability Company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE EIGHT CONTINUATION OF THE BUSINESS

In the event there are no remaining members, and except as otherwise provided in the Limited Liability Company Operating Agreement, if any, the Limited Liability Company shall be dissolved and its affairs shall be wound up unless:

(a) the holders of all of the financial rights in the Limited Liability Company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or

(b) The legal existence and business of the Limited Liability Company is continued and one or more new members are appointed in the manner stated in an operating agreement of the Limited Liability Company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

ARTICLE NINE MANAGEMENT

The management of the limited liability company is vested in the members. Subject to any provisions in an operating agreement of the Limited

Liability Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the business or affairs of the Limited Liability Company and to make all decisions with respect thereto.

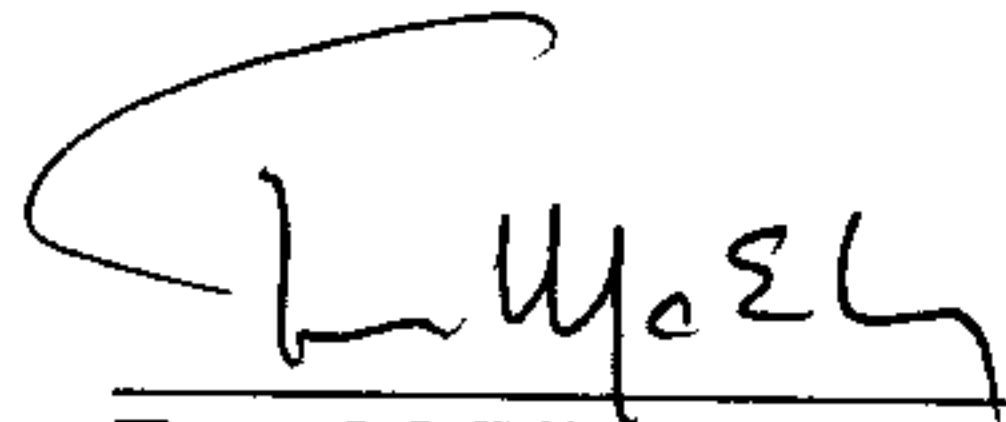
**ARTICLE TEN
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended only by the unanimous vote or written consent of all of the members of the Limited Liability Company.

**ARTICLE ELEVEN
INCORPORATION OF PROVISIONS OF OPERATING AGREEMENT**

The provisions of the Limited Liability Company's Operating Agreement, if any, are incorporated herein by reference as though fully set forth herein.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as the organizer, all as of the 8th day of December, 2000, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama (1975), Section 13A-10-103 or its successor.



Terry McElheny

Inst # 2000-42658

12/11/2000-42658
02:52 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MMB 80.00