

**AMENDMENT AND RESTATEMENT TO THE
ARTICLES OF ORGANIZATION
OF
ALABAMA HR CONSULTANTS, LLC**

1. The name of the limited liability company is Alabama HR Consultants, LLC (the "Company").

2. The period of the Company's duration is perpetual.

3. The purpose for which the Company is organized is the transaction of any or all lawful business for which a limited liability company may be organized under the Alabama Limited Liability Company Act, including, but not limited to, the business of consulting services in the field of human resources.

4. The location and mailing address of the initial registered office of the Company is 125 Greystone Glen Drive, Birmingham, Alabama 35242, and the name of the registered agent for the Company at that address is Laurie S. Halvorson.

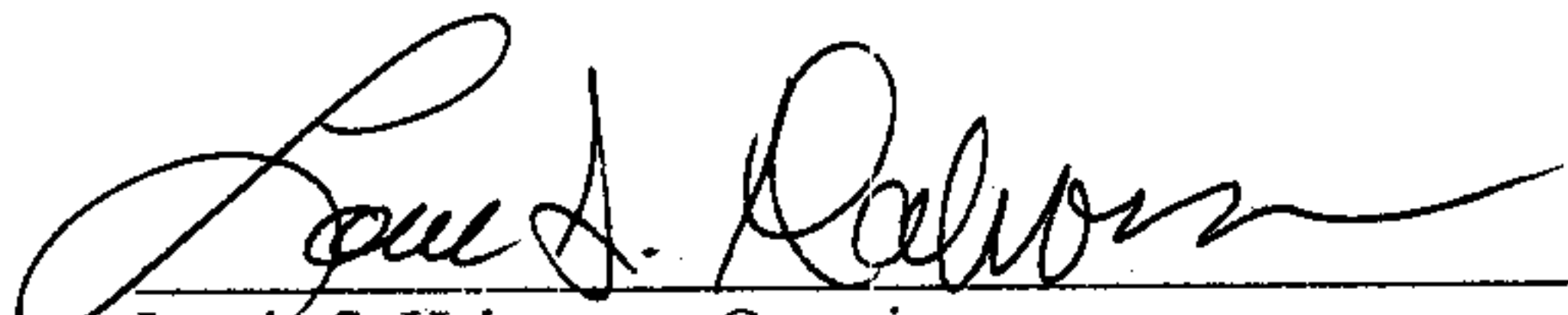
5. The name and address of the sole member of the Company is Laurie S. Halvorson, 125 Greystone Glen Drive, Birmingham, Alabama 35242.

6. 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 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: Laurie S. Halvorson, 125 Greystone Glen Drive, Birmingham, Alabama 35242.

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

8. The name and address of the organizer is Laurie S. Halvorson, 125 Greystone Glen Drive, Birmingham, Alabama 35242.

The undersigned, in accordance with the Alabama Limited Liability Company Act, has executed this Amendment and Restatement to the Articles of Organization as of this 27th day of May, 2001.


Laurie S. Halvorson, Organizer

05/25/2001-21348
12:47 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 NB 15.00

Inst # 2001-21348