

✓ This instrument prepared by:

Kathryn S. Carver, Esq.
1000 Urban Center Drive
Suite 250
Birmingham, AL 35242

**ARTICLES OF ORGANIZATION
OF
ED GRAY, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate office in which the initial registered office of the limited liability company will be located, and hereby affirms the facts stated herein are true and correct:

ARTICLE I
Name

The name of the limited liability company is ED GRAY, LLC (the "Company").

ARTICLE II
Duration

The term of the Company shall be perpetual from the date of the filing of these Articles of Organization with the probate office of the county in which the initial principal office of the Company is located, unless the Company is earlier dissolved in accordance with the Alabama Limited Liability Company Act.

ARTICLE III
Purposes

The purpose or purposes for which the Company is organized is general contracting and construction and the transaction of any or all other lawful business for which limited liability companies may be organized under the Alabama Limited Liability Company Act.

ARTICLE IV
Registered Office; Registered Agent

The location and mailing address of the initial registered office of the Company is 106-A David Green Road, Birmingham, Alabama, 35244, and the name of its initial registered agent at such address is Edward R. Gray, Jr.

ARTICLE V
Initial Member

The name and address of the sole initial member of the Company is as follows:

<u>Name</u>	<u>Address</u>
Edward R. Gray, Jr.	106-A David Green Road Birmingham, Alabama 35244

ARTICLE VI
Organizer

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Edward R. Gray, Jr.	106-A David Green Road Birmingham, Alabama 35244

ARTICLE VII
Admission of Additional Members

The initial member of the Company shall have the right to admit additional members to the Company but only upon the unanimous written consent of the then existing Members of the Company.

ARTICLE VIII
Cessation of Membership

Upon the cessation of membership of a Member in the Company, if there are no remaining Members, the Company shall be dissolved and the affairs of the Company shall be wound up unless the holders of all the financial rights in the Company agree in writing, within 90 days after the cessation of membership of said last Member, to continue the legal existence and business of the

Company and to appoint one or more new Members, and the legal existence and business of the Company is continued and one or more new Members are appointed as additional Members in the manner stated herein.

ARTICLE IX ***Managers***

The Company shall be managed by one (1) manager. The name and address of the sole initial Manager of the Company is as follows:

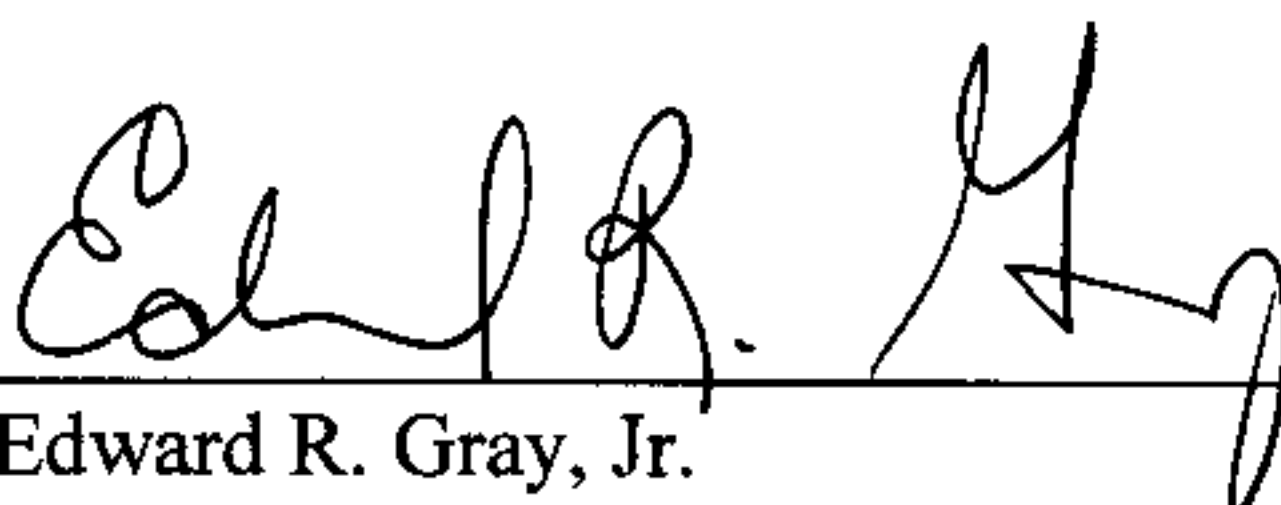
<u>Name</u>	<u>Address</u>
Edward R. Gray, Jr.	106-A David Green Road Birmingham, Alabama 35244

ARTICLE X ***Internal Affairs***

The regulation of the internal affairs of the Company shall be conducted in accordance with the provisions of the Alabama Limited Liability Company Act, as the same may be amended from time to time.

IN WITNESS WHEREOF, these Articles have been subscribed on this the 2nd day of July, 2001, by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.

ORGANIZER:

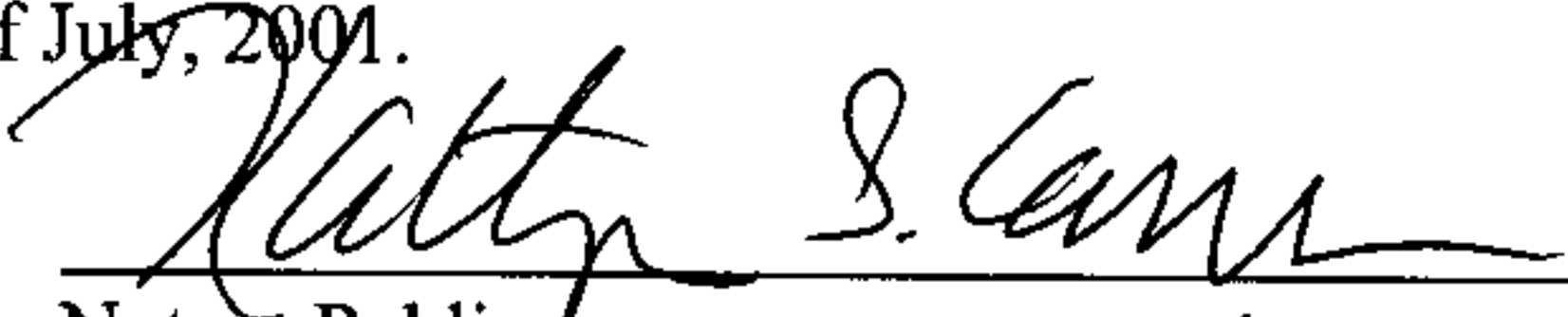


Edward R. Gray, Jr.

**STATE OF ALABAMA)
COUNTY OF JEFFERSON)**

I, the undersigned Notary Public in and for said County in said State, hereby certify that Edward R. Gray, Jr., whose name as Organizer of Ed Gray, LLC, an Alabama limited liability company, is signed to the foregoing Articles of Organization, and who is known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Organization, e executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand this 2nd day of July, 2001.



Notary Public

My Commission Expires: 4/14/03