

This instrument was prepared by:
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Najjar Denaburg, P.C.
2125 Morris Avenue
Birmingham, Alabama 35203

ARTICLES OF ORGANIZATION

OF

BCA FINANCING, L.L.C.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Limited Liability Company Act (hereinafter referred to as "the Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company ("Company") is:

BCA FINANCIAL, L.L.C.

ARTICLE II

DURATION

The period of duration for the Company shall be from the date of filing these Articles of Organization with the Office of the Judge of Probate of Shelby County, Alabama (the "Filing Date"), until the earliest to occur of the following:

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(1) The dissolution of the Company by the unanimous written agreement of the Members and the Manager.

(2) The dissolution of the Company pursuant to the Act, by operation of law, or by judicial decree.

ARTICLE III

PURPOSES

The Company has been organized for the following purposes:

(1) to purchase, take, receive, deal in, hold, and sell corporate stock in which each member has a financial interest, and for the purpose of convenience, deal with said stock for the mutual benefit of the members herein with the purpose to market, sell, transfer and otherwise dispose of the said stock.

(2) For any lawful purpose or purposes for which a limited liability company may be organized under the laws of the State of Alabama.

ARTICLE IV

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Company is 6436 Highway 31, Calera, Alabama 35040, and the name of the initial registered agent of the Company at such address is William Franklin Qualls, Jr..

ARTICLE V

INITIAL MEMBERS

The names and mailing addresses of the initial members of the Company are as follows:

Name

Mailing Address

William Franklin Qualls

5061 Meadow Brook Road
Calera, Alabama 35040

Alfred E. Hurd

560 River Oak Road
Cropwell, Alabama 35040

Ken Moran

P.O. Box 1386
Alexandria, Louisiana 71309

ARTICLE VI

MANAGEMENT

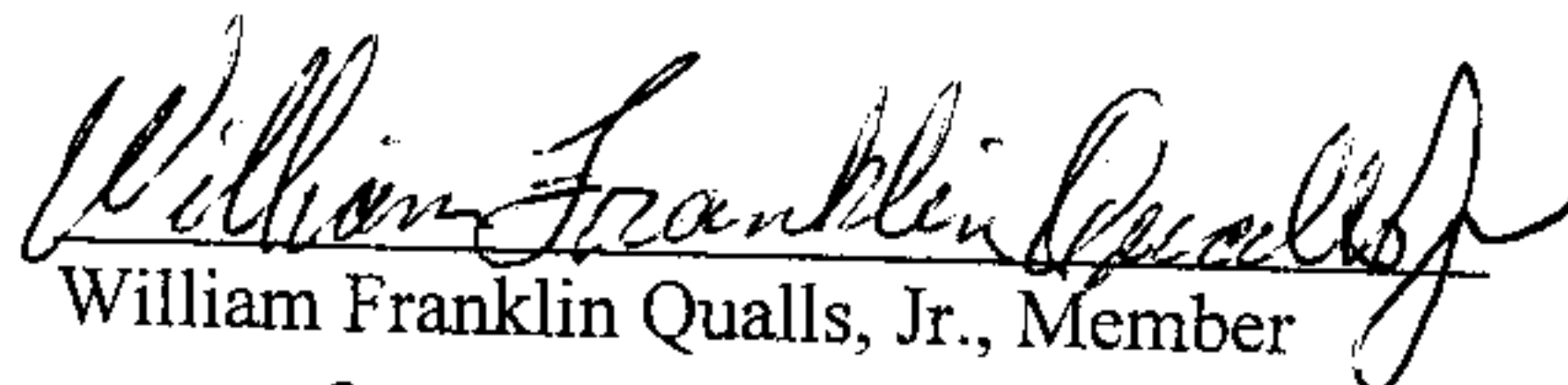
The management of the Company shall be vested in its Managing Member. The Managing Member shall have the right and authority to manage the business or affairs of the Company and to make all decisions with respect thereto.

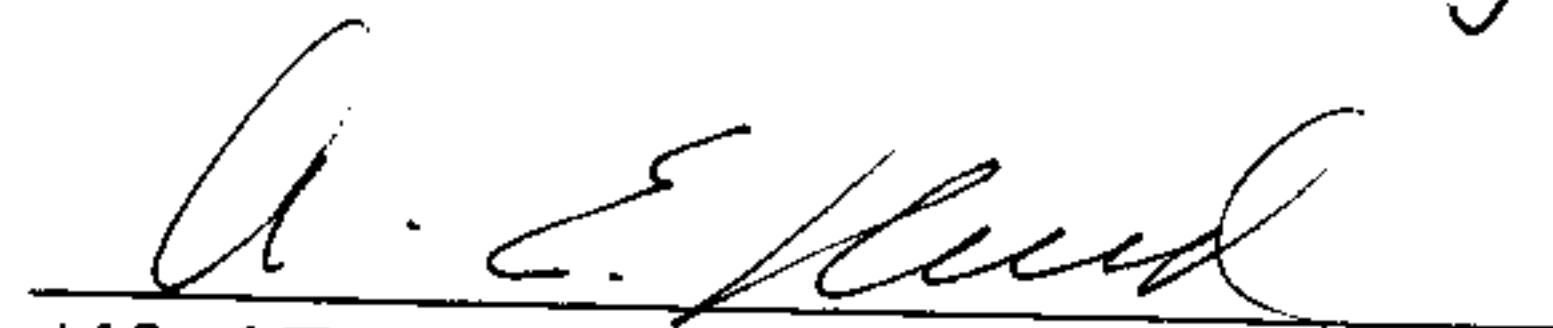
ARTICLE VII

POWERS

The Company shall have the same powers as a natural person to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the powers set forth in §10-12-4, Code of Alabama (1975), as the same may hereafter be amended from time to time.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on this the 1 day of August, 2001.


William Franklin Qualls, Jr., Member


Alfred E. Hurd
Member

Ken Moran

Ken Moran
Member

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