

ARTICLES OF ORGANIZATION

OF

RAINDOG, L.L.C.

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 file the following Articles of Organization with the probate judge of the county in which the initial registered office of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

Name

The name of the limited liability company ("Company") is RAINDOG, L.L.C.

ARTICLE II

Duration

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act.

ARTICLE III

Purposes

The Company has been organized for the purposes of acquiring, selling, developing and leasing real property.

Inst # 2001-38189

**09/05/2001-38189
10:16 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MSB 80.00**

ARTICLE IV
Registered Agent and Office

The address of the Company's initial registered office in Alabama is 1300 Corporate Drive, Birmingham, Alabama 35242. The name of the Company's initial registered agent at that address is Wm. Randall May.

ARTICLE V
Initial Members

The names and addresses of the Company's initial members are:

Lindsey J. Allison
1300 Corporate Drive
Birmingham, Alabama 35242

Wm. Randall May
1300 Corporate Drive
Birmingham, Alabama 35242

W. Barry Alvis
1300 Corporate Drive
Birmingham, Alabama 35242

James W. Fuhrmeister
1300 Corporate Drive
Birmingham, Alabama 35242

Julia C. Kimbrough
1300 Corporate Drive
Birmingham, Alabama 35242

Laurie B. Sharp
1300 Corporate Drive
Birmingham, Alabama 35242

BCBL Holding Company, Ltd.
c/o Cayman National Trust Co., Ltd.,
4th Fl. Cayman National Bldg.,
200 Elgin Ave., P. O. Box 1790, GT.,
Grand Cayman,
Cayman Islands,
B.W.I.

ARTICLE VI
Management

The management of the Company shall be vested in its members. The members shall have the right and authority to manage the business or affairs of the Company and to make all decisions with respect thereto, subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII
Admission of New Members

Members of the Company have the right to admit new members on the unanimous written consent of the existing members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written consent of all the remaining members of the Company within 90 days after the occurrence of the terminating event.

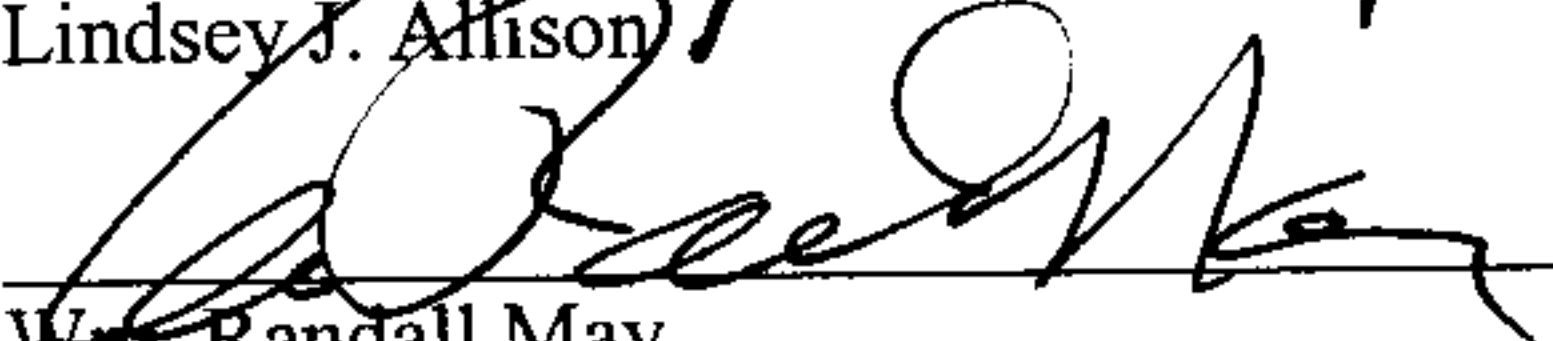
ARTICLE IX
No Liability


The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

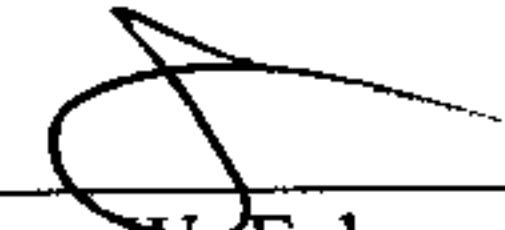
IN WITNESS WHEREOF, we have executed these Articles of Organization on this 29th day of August, 2001, at Birmingham, Alabama.

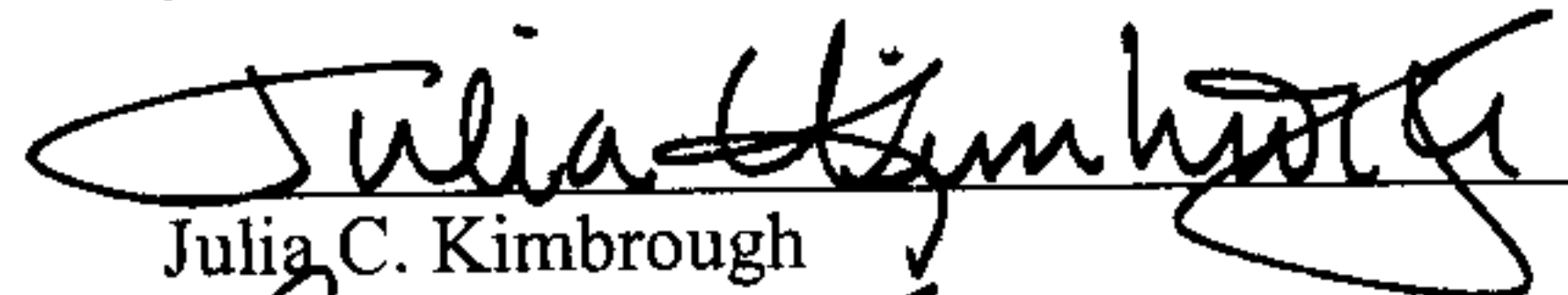
MEMBERS:


Lindsey J. Allison

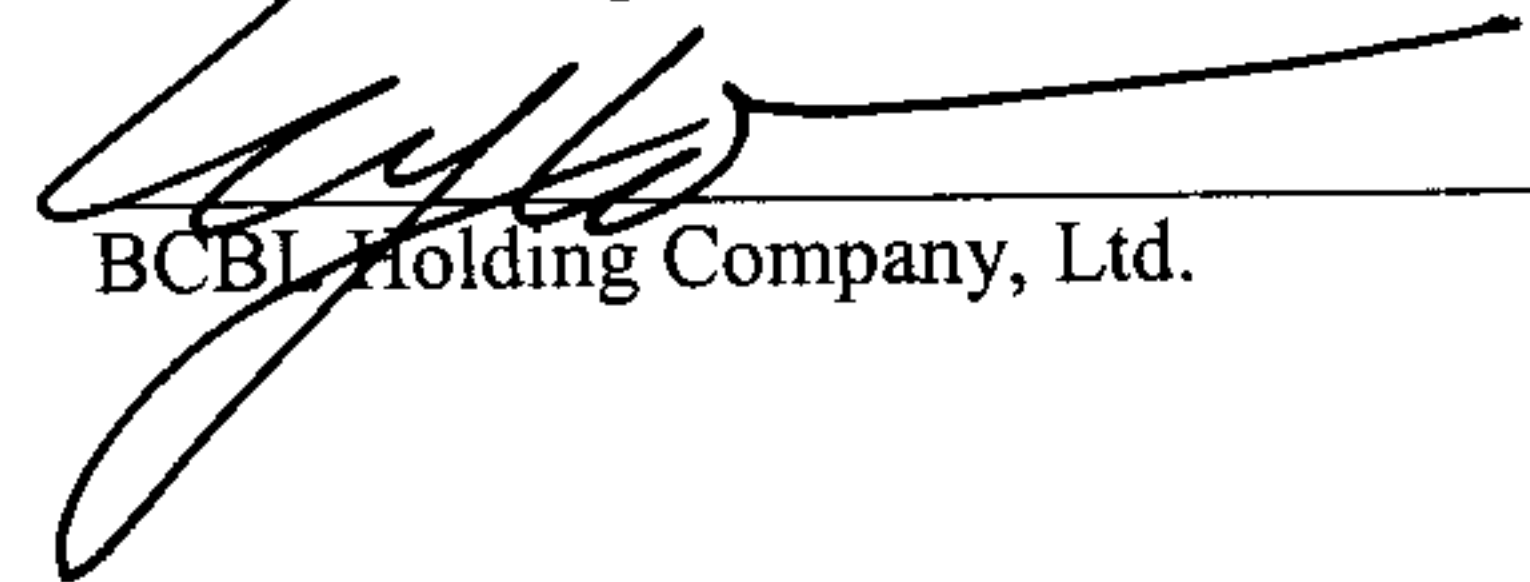

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