

ARTICLES OF ORGANIZATION
OF
BAY MINETTE PROPERTIES, L.L.C.
A LIMITED LIABILITY COMPANY
ORGANIZED UNDER THE LAWS OF ALABAMA

The undersigned, acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act (the "Act"), hereby adopt the following Articles of Organization for Bay Minette Properties, L.L.C. (hereinafter called the "Company").

1. The name of the Company is Bay Minette Properties, L.L.C.
2. The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, or other applicable laws.
3. The Company is organized for the purpose of engaging in the business of purchasing, receiving, leasing, renting, or otherwise acquiring, owning, holding, improving, using, and otherwise dealing in and with real or personal property, or any interest therein, wherever situated.
4. The mailing address of the initial registered office is 271 Harbour Drive, Wilsonville, Alabama, 35186, and the name of the initial registered agent of the Company at such address is Samuel Edward Ellis.
5. The names and addresses of the initial member of the Company are:

Thomas Wayne Terry
9358 Lakeview Drive
Foley, AL 36535

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Dick D. Nave
300 Century Park South
Ste 204
B'ham, AL 35226

Samuel Edward Ellis
271 Harbour Drive
Wilsonville, AL 35186

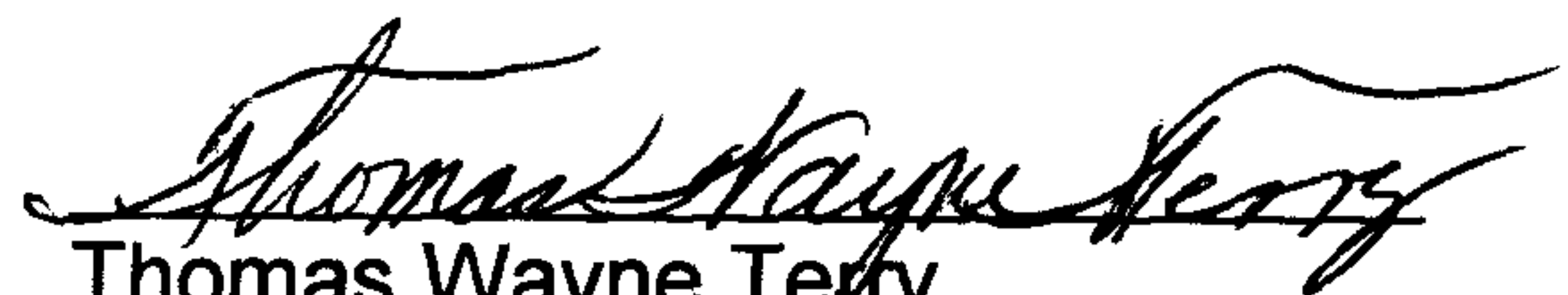
6. The initial members of the Company may admit additional members at such times and upon such terms and conditions as may be agreed by the Company and the additional members.

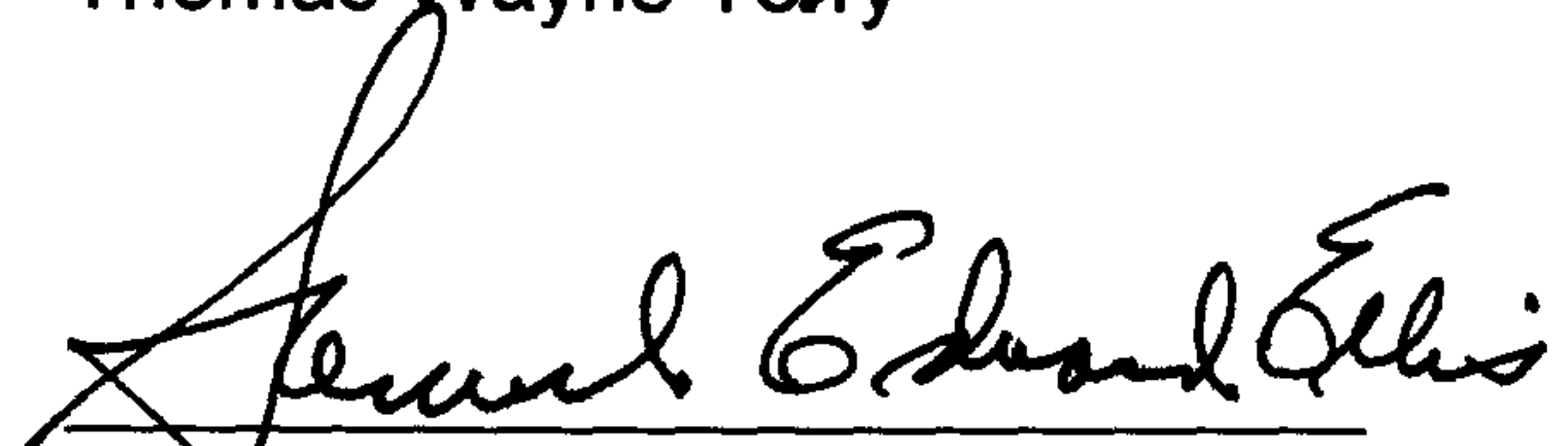
7. The legal existence and business of the Company may be continued by the written consent of all the remaining members within 30 days after an event of disassociation of a member.

8. The Company shall be managed by one or more managers. The names and mailing addresses of the initial manager, who shall serve as manager until the first annual meeting of members of the Company or until his (or their) successor(s) is (are) duly elected, is:

Thomas Wayne Terry
9358 Lakeview Drive
Foley, AL 36535

IN WITNESS WHEREOF, these Articles of Organization have been executed on this the 11th day of ~~August~~ SEPTEMBER, 2002, by the undersigned.


Thomas Wayne Terry


Samuel Edward Ellis