


*This Instrument Prepared By:*

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A Professional Corporation  
420 North 20<sup>th</sup> Street, Suite 1600  
Birmingham, AL 35203

ARTICLES OF ORGANIZATION  
OF  
M & L PROPERTIES, LLC

  
20021216000628750 Pg 1/2 80.00  
Shelby Cnty Judge of Probate, AL  
12/16/2002 14:55:00 FILED/CERTIFIED

TO THE HONORABLE JUDGE OF PROBATE  
OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act (the "Act"), Code of Alabama, Section 10-12-1, et seq. (1999), does hereby certify as follows:

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

M & L Properties, LLC

2. OPERATING AGREEMENT. The business of the Company and the relationship of its members (the "Members") shall be subject to the terms and conditions of the Operating Agreement of M & L Properties, LLC dated as of the date hereof and as amended or restated from time to time (the "Operating Agreement") by and among the Members and the Company.

3. DURATION. The period of the Company's duration shall be perpetual, provided that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in the Operating Agreement.

4. PURPOSES. The Company has been organized to purchase, sell, lease, manage, develop, own, and operate, and construct improvements to, real property and to conduct such activities that are necessary or incidental to such purposes. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

5. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at such address are:

John Mayhall  
229 Lane Park Circle  
Maylene, Alabama 35114

6. INITIAL MEMBERS. The names and mailing addresses of the initial Members of the Company are:

NAME

ADDRESS

John Mayhall

229 Lane Park Circle  
Maylene, Alabama 35114

Douglas Levene

213 Village Street  
Birmingham, Alabama 35242

7. ADDITIONAL MEMBERS. Additional Members shall be admitted to the Company only in accordance with the provisions of the Operating Agreement.

8. CESSATION OF MEMBERSHIP. The cessation of membership of all Members will result in the dissolution of the Company unless the holders of all the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last Member, to continue the legal existence and business of the Company and to appoint one or more new Members.

9. MANAGEMENT OF THE COMPANY. The Company shall be managed by one or more managers. The name and mailing address of the initial manager of the Company are:

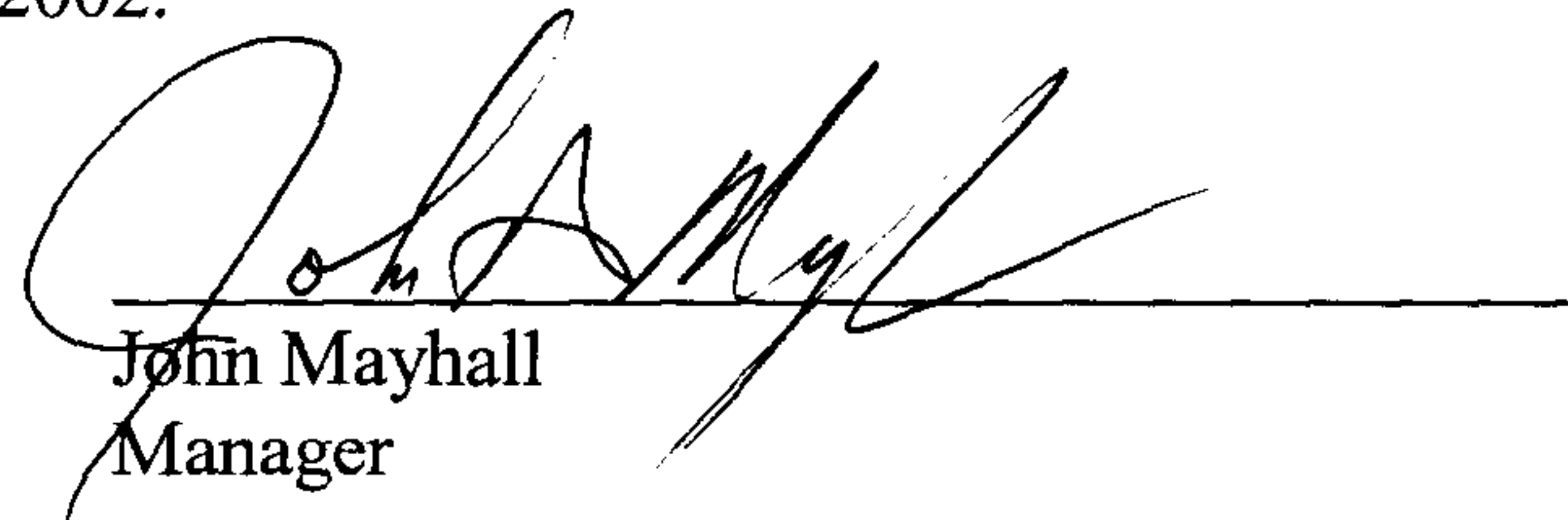
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10. INDEMNIFICATION. The Company may indemnify its Members, officers, agents and employees to the maximum extent permitted by law.

11. AMENDMENT. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of the Members pursuant to the terms of the Operating Agreement in effect on the date of any such amendment.

IN WITNESS WHEREOF, the undersigned manager of the Company, has executed these Articles of Organization on this the 16<sup>th</sup> day of December, 2002.

  
John Mayhall  
Manager