

ARTICLES OF ORGANIZATION
OF

R & R Properties, LLC

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Act, ALABAMA CODE Section 10-12-1 et seq. (1999 Repl.), and any act amendatory thereof, supplementary thereto or substituted therefore (the "Act"), the undersigned does hereby sign and adopt these Articles of Organization (the "Articles"), and, upon the filing for record of these Articles of Organization in the office of the Judge of Probate of the county in which the initial registered office is established under Article IV hereof, the existence of a limited liability company (the "Company"), under the name set forth in Article I hereof, shall commence.

ARTICLE I

NAME

1.1 The name of the Company shall be R & R Properties, LLC.

ARTICLE II

DURATION OF COMPANY

2.1 The period of duration of the Company shall be perpetual; provided, however, that the company may be sooner dissolved (a) upon the written consent of all members of the Company; (b) as provided in the Operating Agreement between the members of the Company and the Company; or (c) as otherwise provided in the Act.

ARTICLE III

PURPOSES, OBJECTS AND POWERS

3.1 The purposes, objects and powers of the Company are:

- (a) To engage in any lawful business act or activity for which a limited liability company may be organized under the laws of the state of Alabama.
- (b) Without limiting the scope and generality of the foregoing, to engage in the business of buying, selling, renting and leasing personal property and real property, and in any other business directly or indirectly related thereto.
- (c) To have and to exercise any and all of the powers specifically granted in the Act, none of which shall be deemed to be inconsistent with the nature,

character or the object of the Company and none of which are denied to it by these Articles of Organization.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

4.1 The location and mailing address of the initial registered office of the Company shall be 908 Hitching Post Lane, Birmingham, AL 35210.

4.2 The name of the initial registered agent of the Company at such address shall be E. Douglas Parker.

ARTICLE V

INITIAL MEMBERSHIP OF THE COMPANY

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

MEMBER

ADDRESS

Ronald R. Rothenstine

209 Park Place Way
Alabaster, AL 35007

✓ Mark S. Rothenstine

✓ 349 Dogwood Trail
Montevallo, AL 35115

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

6.1 The member or members of the Company shall have the right to admit additional members to the Company upon the written consent of all of the members of the Company.

ARTICLE VII

ELECTION TO CONTINUE IN BUSINESS WHEN THERE IS NO REMAINING MEMBER

7.1 The Company shall be dissolved and its affairs shall be wound up when there is no remaining member unless either:

- (a) 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; or**
- (b) The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement.**

ARTICLE VIII

MANAGEMENT OF THE COMPANY

8.1 Its members shall manage the Company.

ARTICLE IX

AMENDMENT OF ARTICLES OF ORGANIZATION

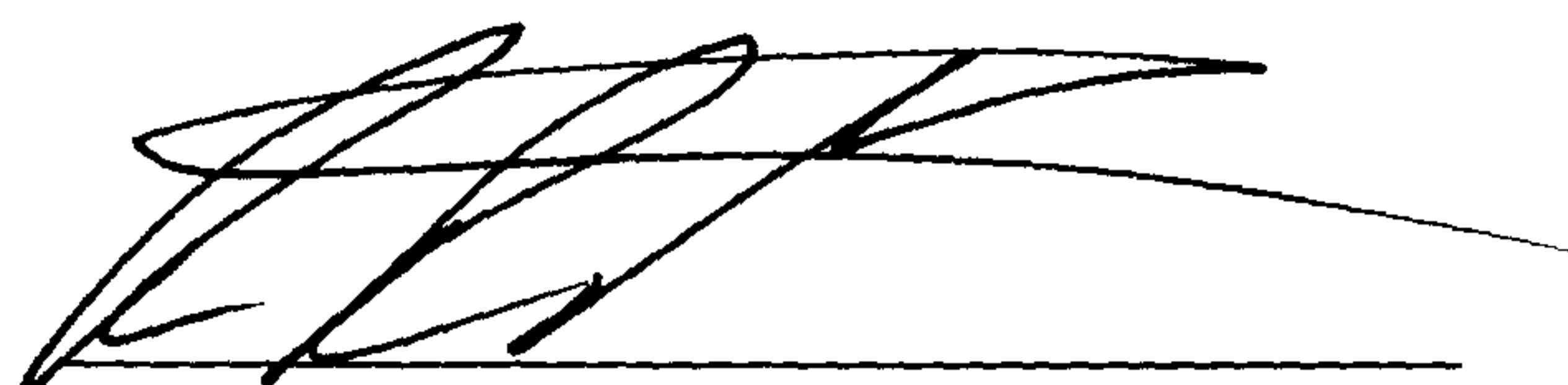
9.1 Any amendment to these Articles of Organization shall be approved by a vote of all of the members of the Company entitled to vote thereon.

ARTICLE X

ORGANIZER OF THE COMPANY

10.1 The name and address of the organizer of the Company is as follows:

Ronald R. Rothenstine 209 Park Place Way, Alabaster, AL 35115



Ronald R. Rothenstine, Organizer

**ACTION BY UNANIMOUS CONSENT OF THE MEMBERS
OF
R & R Properties, LLC**

The undersigned, constituting the only members of R & R Properties, LLC, hereby acknowledge that the respective ownership interest and initial equity of each of the members of the limited liability company is as follows:

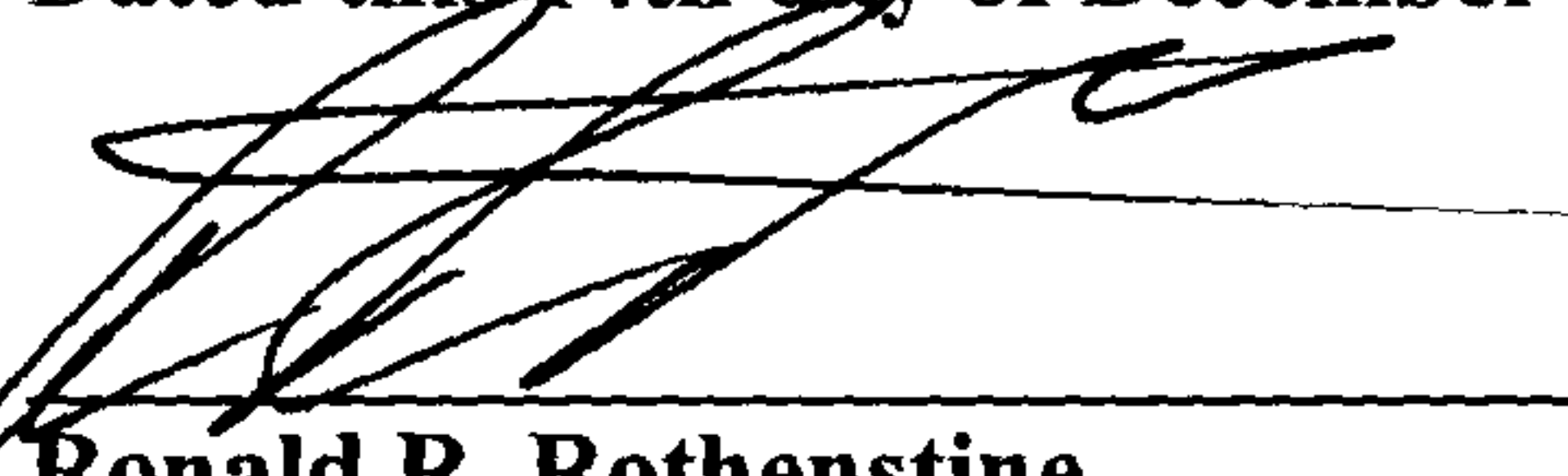
Ronald R. Rothenstine 50.00%

Mark S. Rothenstine 50.00%

The managing member of the Limited Liability Company is as follows:

Ronald R. Rothenstine 209 Park Place Way, Alabaster, Alabama 35115

Dated this 14th day of December 2002.



Ronald R. Rothenstine



Mark S. Rothenstine