

STATE OF ALABAMA)
COUNTY OF SHELBY)


20030121000038220 Pg 1/3 80.00
Shelby Cnty Judge of Probate, AL
01/21/2003 11:57:00 FILED/CERTIFIED

ARTICLES OF ORGANIZATION
OF
FABIAN INVESTMENTS, 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 agent 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

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

ARTICLE II

The period of duration of the Company shall be from the date of filing these Articles of Organization with the Office of the Probate Judge for Shelby county, Alabama until the first to occur of the following:

- (a) Fifty (50) years from the date of filing these Articles of Organization;
- (b) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (c) Upon the written unanimous consent of all members of the Company.

ARTICLE III

The purposes for which the Company is organized are as follows:

- (a) To engage in the transaction of any or al lawful business for which the limited liability companies may be organized under the laws of the State of Alabama.
- (b) To acquire, own, maintain, develop, improve, sell, lease or otherwise dispose of real estate.
- (c) To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the Company.

- (d) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and
- (e) To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the Company, subject to the terms and conditions of this Operating Agreement.

ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be 5159 Colonial Park Road, Birmingham, Alabama, 35242. The initial registered agent for service of process at the foregoing address shall be Frank Jeffrey Fabian.

ARTICLE V

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

NAME	MAILING ADDRESS
Frank Jeffrey Fabian	5159 Colonial Park Road Birmingham, Alabama 35242
Myra M. Fabian	5159 Colonial Park Road Birmingham, Alabama 35242

ARTICLE VI

The members of the Company shall have the right to admit additional members to the Company upon unanimous consent of all the members of the Company.

ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the limited liability company if (I) there are at least two remaining members or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation.

ARTICLE VIII

The Company shall be managed by its members.

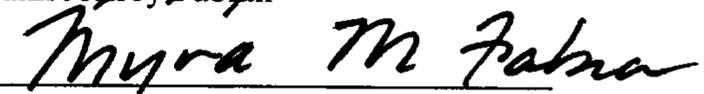
ARTICLE IX

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, the undersigned, constituting all members of the company, have executed these Articles of Organization this the 21st day of JANUARY, 2003.



Frank Jeffrey Fabian



Myra M. Fabian

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