

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF ORGANIZATION

OF

40 MONROE DRIVE, L.L.C.

Pursuant to the provisions of the Alabama Limited Liability Company Act, §§10-12-1 et seq., Code of Alabama, 1975 (the “Act”), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I.

Name

The name of the limited liability company is 40 Monroe Drive, L.L.C. (the “Company”).

ARTICLE II.

Duration

Pursuant to §10-12-4 of the Code of Alabama (1975), the Company shall have perpetual duration, unless it is dissolved and its affairs wound up in accordance with the Act, or as provided in the Company’s Operating Agreement.

ARTICLE III.

Purposes

The purposes for which the Company is formed are:

- (a) To engage in the real estate business as the owner and lessor of real property;
- (b) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (c) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, limited liability companies, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(f) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(g) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV.

Registered Agent; Registered Office

The location and street address of the initial registered office shall be 40 Monroe Drive, L.L.C., 40 Monroe Drive, Pelham, Alabama, 35124, and its registered agent at such address shall be S. Allen Ponder.

ARTICLE V.

Initial Member

The name and mailing address of the initial member of the Company is as follows:

<u>Name</u>	<u>Address</u>
S. Allen Ponder	40 Monroe Drive Pelham, Alabama 35124

ARTICLE VI.

Additional Members

Additional members can be admitted at such times and upon such terms and conditions as all the members may agree.

ARTICLE VII.

Initial Manager

The Company's business and affairs shall be managed by one or more managers. The name and business address of the initial manager who is to serve as the manager until the first annual meeting of the members or until his successor is elected and qualified is as follows:

Name

S. Allen Ponder

Address

40 Monroe Drive
Pelham, Alabama 35124

ARTICLE VIII.

Right to Continue Business

Pursuant to §10-12-34 of the Act, the business of the Company may be continued in the event there are no remaining members, if one or more new members are appointed in the manner stated in the operating agreement.

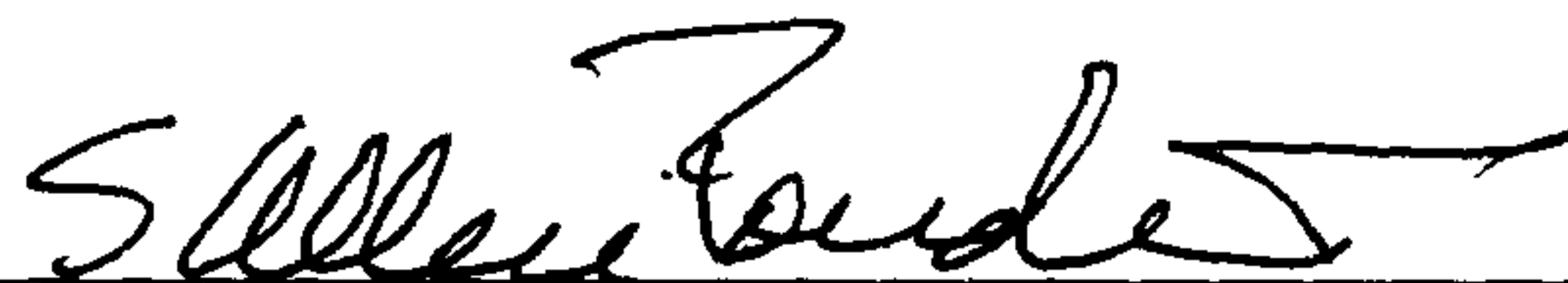
ARTICLE IX.

Assignment

Except as otherwise provided in the operating agreement, a member may not assign, in whole or in part, his interest in the Company without the prior written consent of all the members.

IN WITNESS WHEREOF, the undersigned, has duly executed these Articles of Organization the 30TH day of June, 2003.

(Signature)



S. ALLEN PONDER

THIS INSTRUMENT WAS PREPARED BY:
Steven N. Smith
Steven N. Smith, P.C.
1121 Riverchase Office Road
Birmingham, AL 35244