

STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION

OF

R&M, LLC

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 R&M, LLC (the "Company").

ARTICLE II

The period of duration of the Company shall be perpetual beginning on the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama. Provided, however, that the Company shall be dissolved (a) upon the written consent of the holders of the portion of the ownership interest of the Company specified in the Operating Agreement, as amended from time to time, (b) as provided in the Operating Agreement, as amended from time to time, or (c) as may be required by the Alabama Limited Liability Company Act.

ARTICLE III

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

The transaction of any and all lawful business (except that the Company shall not be engaged in the business of banking) for which limited liability companies may be organized under the Alabama Limited Liability Company Act, including, but not limited to, any and all transactions and business activities which are necessary, appropriate or incidental to the ownership, acquisition, development, management and investment in real estate.

ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be Charles E. Strain. The initial registered agent for service of process at the foregoing address shall be 4524 Southlake Parkway, Suite 34-103, Birmingham, AL 35244.

ARTICLE V

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

NAME

MAILING ADDRESS

Charles E. Strain

4524 Southlake Parkway
Suite 34-103
Birmingham, AL 35244

ARTICLE VI

The initial members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

ARTICLE VII

There are no circumstances under which the cessation of membership of one or more members automatically results in a dissolution of the Company.

ARTICLE VIII

The Company shall be managed by its members.

ARTICLE IX

The following person shall serve as the organizer of the Company and shall execute and file this document with the Office of the Judge of Probate of Shelby County, Alabama:

NAME

MAILING ADDRESS

Charles E. Strain

4524 Southlake Parkway
Suite 34-103
Birmingham, AL 35244

ARTICLE X

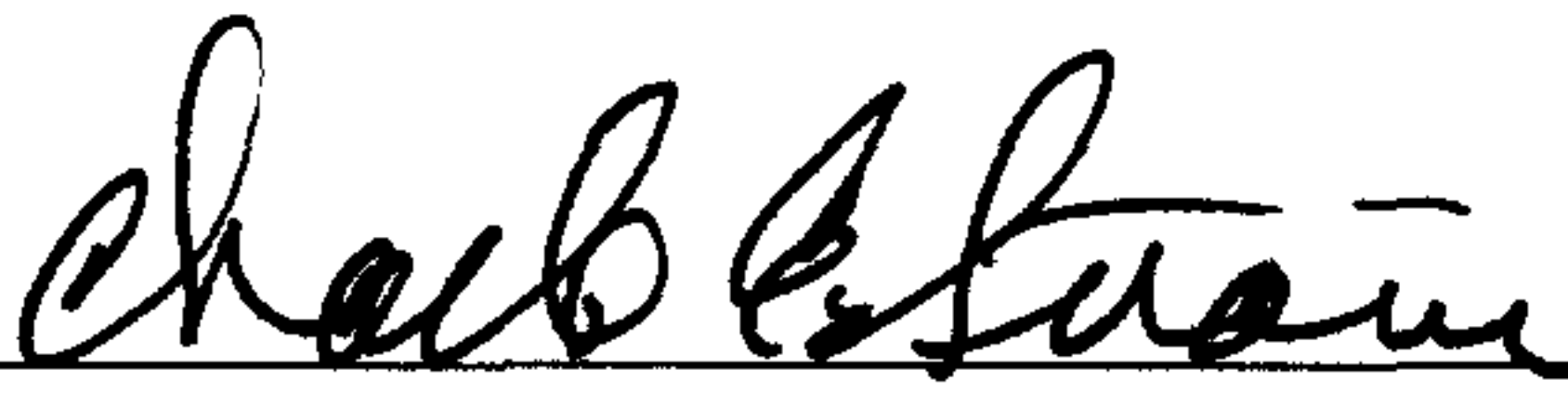
20031229000828240 Pg 3/3 80.00
Shelby Cnty Judge of Probate, AL
12/29/2003 14:50:00 FILED/CERTIFIED

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.

ARTICLE XI

All other provisions for the regulation of the internal affairs of the Company shall be set out in the Operating Agreement, as amended from time to time and shall be in compliance with the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned Organizer has executed these Articles of Organization this the 23rd day of December, 2003.



Charles E. Strain

This instrument prepared by:

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