

**ARTICLES OF ORGANIZATION
OF
FLHC, LLC**

STATE OF ALABAMA

SHELBY COUNTY

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

The undersigned, desiring to form a limited liability company under the laws of the State of Alabama, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company shall be **FLHC, LLC** (the "Company").

ARTICLE II

PERIOD OF DURATION

The term for which the Company is to exist as a limited liability company shall commence on the date these Articles of Organization are filed in the office of the Judge of Probate of Shelby County, Alabama, and shall continue until the Company shall be dissolved (i) upon the written consent of all the Members, (ii) as provided in the Company's Operating Agreement, or (iii) by an act or event specified by law, including the Alabama Limited Liability Company Act, Code of Alabama, 1994, as amended, §§10-12-1, et. seq. (the "Act"), as effecting dissolution. The Company's affairs shall be wound up upon expiration of such term.

ARTICLE III

PURPOSE

The Company is formed to transact any and all lawful business for which a limited liability company may be organized under the Act, including, but not limited to (i) ownership, management and development of real estate; (ii) acquiring, owning, operating, managing, mortgaging,

encumbering, selling, exchanging, otherwise disposing of and/or dealing with investments for the production of income and profit; (iii) acquiring, developing, constructing, owning, leasing, operating, managing, mortgaging, encumbering, selling, exchanging, or otherwise disposing of and/or dealing with property, both real and personal; and (iv) engaging in any and all activities related or incidental to the business of the Company.

ARTICLE IV

LOCATION OF REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at 112 Cheshire Lane, Pelham, Alabama 35124, and the name of the initial registered agent at such address shall be Pat Powell Ahern.

ARTICLE V

MEMBERS AND ORGANIZER

The Company shall have one or more classes of Members as provided in the Company's Operating Agreement. The names and addresses of the initial Members of the Company are set forth on **Exhibit "A"** attached to these Articles of Organization. The initial interests of the Member(s) in the Company (the "Company Interests") shall be as set forth in the Company's Operating Agreement.

The name and address of the Organizer of the Company is:

Name:

John A. Howard Jr.

Address:

Kaufman & Rothfeder, P.C.
2740 Zelda Road
Montgomery, AL 36106

ARTICLE VI

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members upon the unanimous agreement of the Members as to the admission of, and the consideration to be paid by, such new Members, and subject to the terms and conditions of the Company's Operating Agreement.

ARTICLE VII

OPERATING AGREEMENT

The Operating Agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or these Articles of Organization.

ARTICLE VIII

CONTINUATION UPON WITHDRAWAL OF MEMBER

The existence of the Company shall continue upon the death, legal incapacity, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company (collectively, "Cessation of Membership"), as long as there is at least one (1) remaining Member and that Member carries on the business of the Company (any such remaining Member being hereby authorized to carry on the business of the Company), or within ninety (90) days after the Cessation of Membership of the last Member, all of the holders of the financial rights in the Company agree in writing to continue the legal existence and business of the Company, and to the appointment, effective as of the date of such event, of one or more new / additional Members.

ARTICLE IX

LIABILITIES OF MEMBER(S) AND MANAGER(S)

Neither the Member(s) nor any Manager(s) of the Company shall be liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.

ARTICLE X

MANAGER

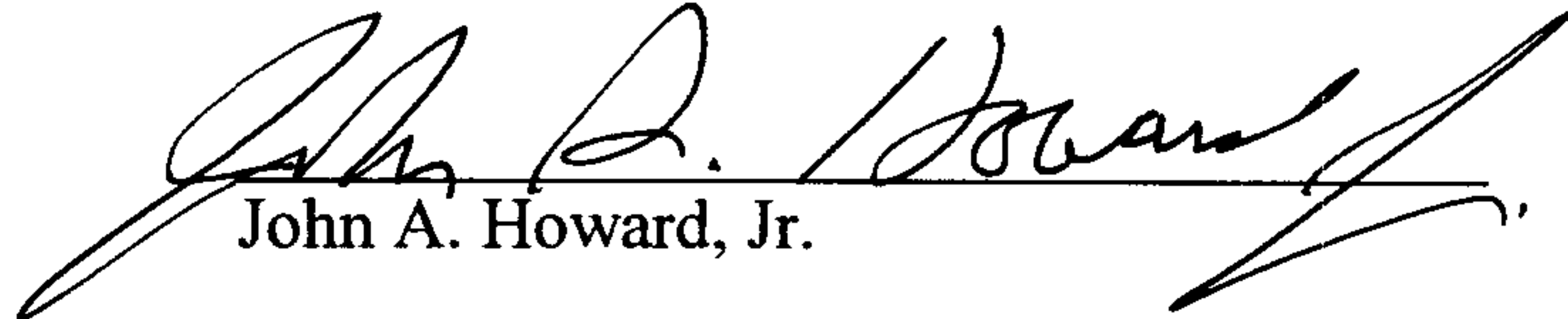
The Company shall be managed by one or more Managers. The name and business address of the initial Manager is:

Name	Address
Roy R. Mason	1906-1 Leonard Street Columbus, GA 31906

Managers need not be Members. The number of Managers may be increased or decreased, but not below one (1), from time to time by the Members, all as provided in the Company's Operating Agreement. A Manager may be removed and replaced by the Members as provided in the Company's Operating Agreement, provided that removal of a Manager shall require a vote of Members whose aggregate Company Interests exceed 60% of all Company Interests.

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IN WITNESS WHEREOF, the undersigned Organizer has caused these Articles of Organization to be executed this 2 day of May, 2004.


John A. Howard, Jr.

STATE OF ALABAMA

MONTGOMERY COUNTY

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John A. Howard, Jr., whose name as the Organizer is signed to the foregoing, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this 2nd day of May, 2004.



Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 23, 2004
~~REMOVED THE NOTARY PUBLIC AND UNDERSTANDING~~

(SEAL)

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EXHIBIT "A"

Name(s) and Address of Initial Member(s)

Name

Address

Roy R. Mason

1906-1 Leonard Street
Columbus, GA 31906