

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DANIEL HOLDINGS, LLC**

WHEREAS, all the Members of Daniel Holding, LLC (the "Company") hereby file these Amended and Restated Articles of Organization of the Company in order to, among other things, to provide for the management of the Company by one or more managers;

NOW, THEREFORE, pursuant to, and with the effect provided in, Section 10-12-11 of the Alabama Limited Liability Company Act, as amended from time to time (the "Act"), the undersigned Members hereby certify as follows:

FIRST: The name of the Company is Daniel Holding, LLC.

SECOND: The original Articles of Organization for the Company were filed with the Judge of Probate of Shelby County, Alabama on January 15, 2003.

THIRD: The Articles of Organization are hereby amended and restated in their entirety by deleting Sections 1 through 8 in their entirety, and substituting in lieu thereof the following:

- "1. The name of the company (the "Company") is Daniel Holdings, LLC.
2. The period of duration of the Company is perpetual; provided, however, that the Company shall cease to exist upon its dissolution in accordance with Section 10-12-37 of the Alabama Limited Liability Company Act, as amended from time to time (the "Act").
3. The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Act, including, without limitation, the following:
 - (a) To purchase, own, sell, develop, invest in, transfer, assign, exchange, encumber, hypothecate, pledge, mortgage, manage, lease or otherwise deal in and with improved and unimproved real and personal property of any kind or character, including stocks, bonds, and other securities and evidences of indebtedness, options to acquire any of the foregoing, interests in general partnerships, limited partnerships, limited liability partnerships, limited liability companies, corporations and other entities, improved and unimproved real property, personal property and such other assets, property and investments as the Members deems appropriate;
 - (b) To accomplish any lawful business whatsoever or which shall at any time appear conducive to or expedient for the protection or benefit of the Company and its property;
 - (c) To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by limited liability companies under

the Act or under the laws of any other jurisdiction in which the Company may conduct its business; and

(d) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

4. The location and mailing address of the registered office of the Company is 3595 Grandview Parkway, Suite 400, Birmingham, Alabama 35243-1930. The name of its registered agent at that address is T. Charles Tickle.

5. The name and address of the members of the Company are as follows:

<u>Name</u>	<u>Address</u>
Daniel Equity Partners Limited Partnership	3595 Grandview Parkway Suite 400 Birmingham, Alabama 35243-1930
Daniel Equity Company, LLC	3595 Grandview Parkway, Suite 400 Birmingham, Alabama 35243-1930
Christopher A. Brown	3595 Grandview Parkway, Suite 400 Birmingham, Alabama 35243-1930

6. The members of the Company shall have the right to admit additional members upon the terms and conditions contained in the Company's operating agreement or additional members may be admitted in accordance with the Daniel Holdings, LLC 2002 Membership Interest Incentive Plan.

7. The cessation of membership of one or more members shall not result in the dissolution of the Company unless (a) the remaining member(s) unanimously consent to the dissolution of the Company upon such cessation or (b) there are no remaining members after such cessation and no new member(s) have been admitted to the Company.

8. The Company shall be managed by one or more managers. The name and address of the initial manager who shall serve until its successor is elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Daniel Realty Corporation, an Alabama corporation	3595 Grandview Parkway, Suite 400 Birmingham, Alabama 35243-1930

9. The operating agreement of the Company shall be executed by each Member of the Company and shall set forth all provisions for the regulation of the internal affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent

with the laws of Alabama or these Articles. The operating agreement shall include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfer of interests, dissolution, accounting and records, the tax matters partner and indemnification. Those provisions, together with any other provisions included in the operating agreement, as such agreement may be from time to time amended and/or restated in accordance with its terms, are hereby incorporated by reference.

IN WITNESS WHEREOF, the undersigned, acting as all the members of the Company, in accordance with the Act execute these Amended and Restated Articles of Organization as of the 15th day of September, 2004.

MEMBERS:

DANIEL EQUITY PARTNERS LIMITED PARTNERSHIP

By: Daniel Equity Corporation I,
its General Partner

By: Steve E. Camp

Its: Secretary

DANIEL EQUITY COMPANY, LLC

By: Daniel Realty Corporation,
its Manager

By: Steve E. Camp

Its: Secretary

Christopher A. Brown
Christopher A. Brown