

ARTICLES OF ORGANIZATION OF AUBURN INVESTMENTS, LLC

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

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act (the "Act"), Code of Alabama, Section 10-12-1, et seq. (1999), does hereby certify as follows:

1. NAME. The name of the limited liability company (the "Company") is:

Auburn Investments, LLC

2. OPERATING AGREEMENT. The business of the Company and the relationship of its members (the "Members") shall be subject to the terms and conditions of the Operating Agreement of Auburn Investments, LLC dated as of the date hereof and as amended or restated from time to time (the "Operating Agreement") by and among the Members of the Company.

3. DURATION. The period of the Company's duration shall be perpetual, provided that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in the Operating Agreement.

4. PURPOSES. The Company has been organized (a) to own, develop, improve, operate, lease, manage, sell, mortgage and encumber real estate and interests in real estate, alone or in conjunction with others or in the name of one or more partnerships, limited liability companies or other entities in which the Company may constitute one of the partners, members or shareholders; and (b) to conduct such other activities that are necessary or incidental to the foregoing purposes. The Company may also transact any other lawful business for which a limited liability company may be fanned under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

5. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at such address are:

Randall H. Goggans
30 Boulder Ridge
Columbiana, AL 35051

6. INITIAL MEMBERS. The names and mailing addresses of the initial Members of the Company:

NAME

ADDRESS

Randall H. Goggans

30 Boulder Ridge
Columbiana, AL 35051

Mary Hearn

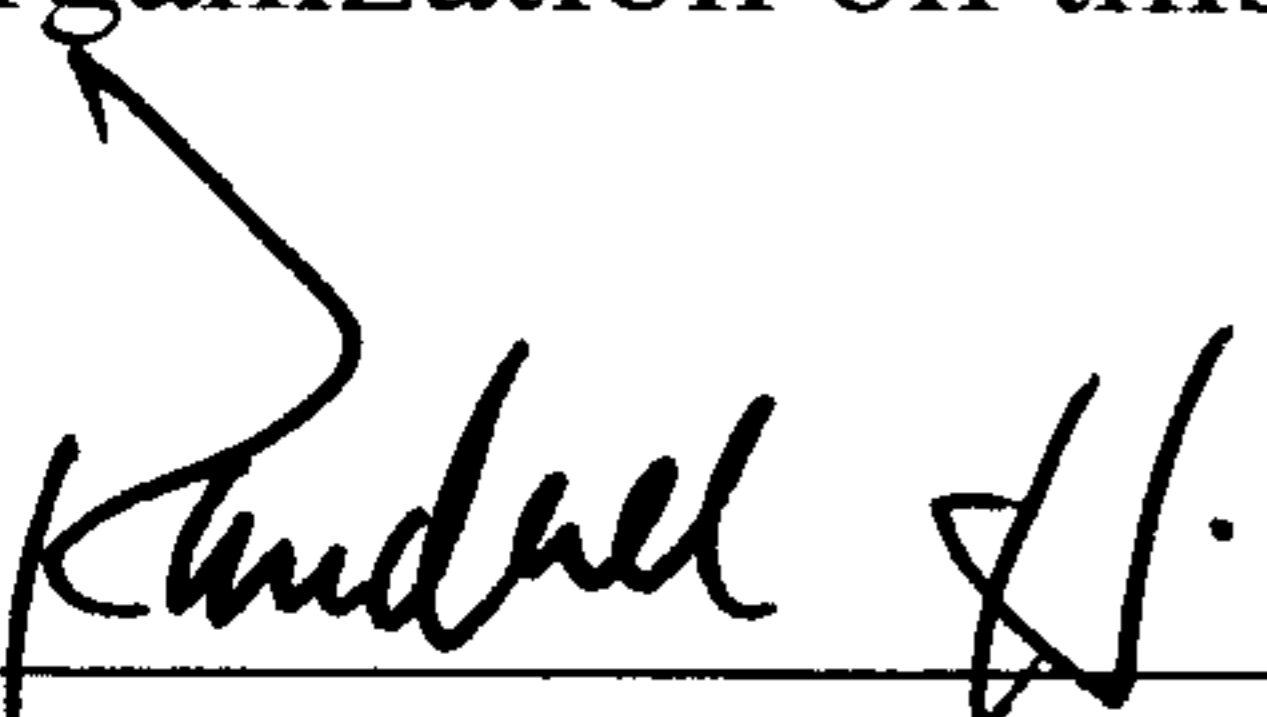
P.O. Box 16211
Oakland, CA 94610

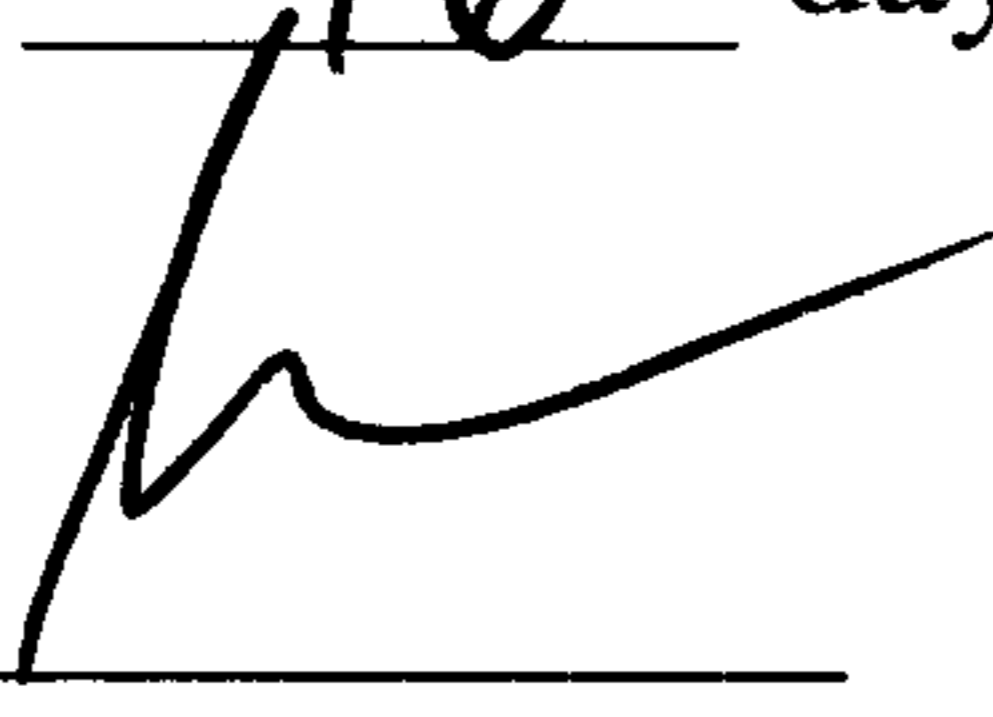
7. ADDITIONAL MEMBERS. Additional Members shall be admitted to the Company only in accordance with the provisions of the Operating Agreement.
8. CESSATION OF MEMBERSHIP. The cessation of membership of all Members will result in the dissolution of the Company unless the holders of all the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last Member, to continue the legal existence and business of the Company and to appoint one or more new Members.
9. MANAGEMENT OF THE COMPANY. The Company shall be managed by its members.
10. INDEMNIFICATION. The Company may indemnify its Members, officers, agents and employees to the maximum extent permitted by law.
11. ORGANIZER. The name and mailing address of the person who is to serve as Organizer of the Company are:

Randall H. Goggans
30 Boulder Ridge
Columbiana, AL 35051

12. AMENDMENT. The Company reserves the rights to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests me granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of the Members pursuant to the terms of the Operating Agreement in effect on the date of any such amendment.

IN WITNESS WHEREOF, the undersigned Organizer of the Company, has executed these Articles of Organization on this the 16 day of MARCH, 2005.


Randall H. Goggans


Organizer

This Instrument Prepared by:
James F. Burford, III Attorney at Law
1318 Alford Avenue, Suite 101
Birmingham, AL 35226