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Shelby Cnty Judge of Probate, AL
03/24/2005 12:23:37PM FILED/CERT

This instrument was prepared by:

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
FIORELLA & HORN, LIMITED LIABILITY COMPANY**

TO THE JUDGE OF PROBATE
SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of Section 10-12-11 (1999) of the Alabama Limited Liability Company Act (the "Act"), the undersigned limited liability company hereby delivers these Amended and Restated Articles of Organization for filing:

1. NAME. The name of the limited liability company is Fiorella & Horn, Limited Liability Company(the "Company").

2. FILING DATE. The date of the filing of the Company's Articles of Organization was September 16, 1996.

3. AMENDMENT. The Company's Articles of Organization are hereby amended and restated in their entirety as follows:

"(1) NAME. The name of the limited liability company is Fiorella & Horn, LLC (the 'Company').

(2) DURATION. The period of duration of the Company shall be perpetual; provided, however, that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in Section 10-12-37 of the Act.

(3) PURPOSES. The Company has been organized to transact any lawful business for which a limited liability company may be formed 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.

(4) REGISTERED OFFICE AND AGENT. The location and mailing address of the registered office of the Company, and the name of its registered agent at that address are:

Gregory L. Horn
1125 Lakeridge Drive
Birmingham, Alabama 35244

(5) ADDITIONAL MEMBERS. Additional members may be admitted to the Company only in accordance with the provisions of Section 10-12-31 of the Act.

(6) CESSATION OF MEMBERSHIP OF ALL MEMBERS. The cessation of membership of all of the members shall result in the dissolution of the Company unless, within ninety (90) days after the



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cessation of membership of the last member, the holders of all financial rights in the Company agree in writing to continue the legal existence and business of the Company and to appoint one or more new members.

(7) MANAGEMENT OF THE COMPANY. The Company is to be managed by the Members.

4. APPROVAL. The delivery and filing of these Amended and Restated Articles of Organization have been approved by a unanimous vote of the members entitled to vote.

This the 17 day of Feb, 2005.

FIORELLA & HORN, LIMITED LIABILITY COMPANY

By: Gregory L. Horn
Gregory L. Horn
Member

By: Jerome H. Fiorella
Jerome H. Fiorella
Member