

This Inst.

Nicole M. Rocco, Attorney at Law
Baker, Donelson, Bearman, Caldwell & Berkowitz
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

ARTICLES OF ORGANIZATION
OF
WASHBURN & MORADEL, LLC

TO THE HONORABLE JUDGE OF PROBATE
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"), Section 10-12-1, et seq., Code of Alabama, does hereby certify as follows:

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

Washburn & Moradel, LLC

2. OPERATING AGREEMENT. The business of the Company and the relationship of its members shall be subject to the terms and conditions of the Company's Operating Agreement 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. PURPOSE. The Company has been organized to provide business consulting and accounting services. The Company may also transact any other 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.

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:

James Phillip Washburn, II
319 Mills Way
Pelham, Alabama 35124

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

NAME

ADDRESS

James Phillip Washburn, II

319 Mills Way
Pelham, Alabama 35124

Jacob Larie Moradel

231 Calloway Lane
Pinson, Alabama 35124

7. ORGANIZER. The name and mailing address of the person authorized to act as Organizer of the Company are:

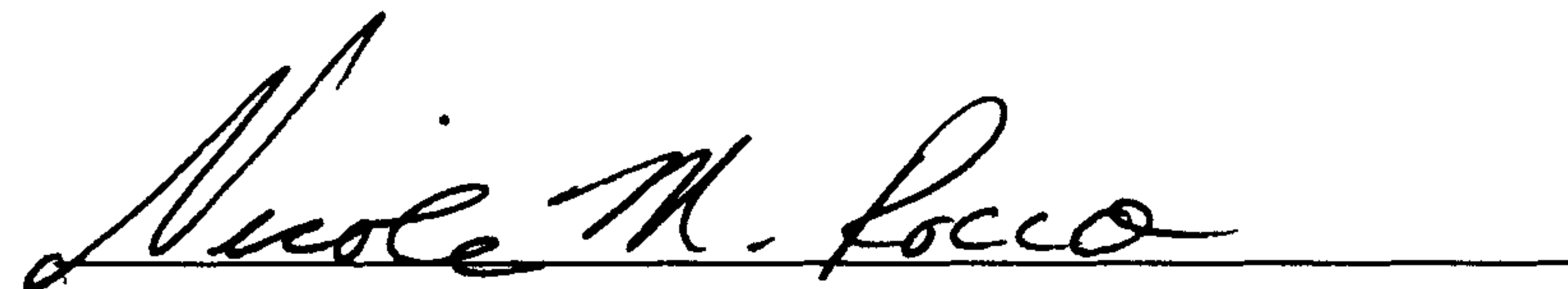
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8. ADDITIONAL AND SUBSTITUTE MEMBERS. Any new or substitute members shall be admitted to the Company only in accordance with the terms set forth in the Operating Agreement of the Company.

9. CESSATION OF MEMBERSHIP. The cessation of membership of all members will result in the dissolution of the Company unless the holders of all 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.

10. MANAGEMENT OF THE COMPANY. The Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned, acting as the Organizer of the Company, has executed these Articles of Organization on this the 19th day of July, 2005.


Nicole M. Rocco