

**ARTICLES OF AMENDMENT
TO THE**

ARTICLES OF ORGANIZATION

OF

PIONEER FINANCIAL GROUP, L.L.C.

2005-01-19 10:19 AM
Shelby County Judge of Probate, AL
10/19/2005 09:20:21AM FILED/CERT



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Pursuant to the Alabama Limited Liability Company Act (the act) the undersigned members of Pioneer Financial Group, L.L.C. hereby give notice of its adoption of the following amendments to its Articles of Organization, executed and filed in February of 1994:

ARTICLE II.

DURATION

The period of duration of the Company shall be perpetual from the date of recording of these amendments with the Judge of Probate unless either terminated by agreement or by the members of by operation of law.

ARTICLE III.

PURPOSE

The purpose of the Company shall be the following:

(a) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(b) To purchase, lease or otherwise acquire the whole or any part of the business, goodwill, rights, and properties, and to acquire and undertake the whole or any part of the assets and liabilities of any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, which may be desirable, useful or convenient in the business of the company; to hold, own, possess and improve, or in any manner dispose of or encumber the whole or any part of the business, goodwill, rights, properties and assets so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary, desirable or convenient in or about the conduct and management of such business.

(c) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which the corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of the Company.

(d) To undertake, contract for or carry on any business incidental to or in aid of or convenient or advantageous in pursuance of any of the objects or purposes of the Company.

(e) In general, to carry on any business not contrary to the laws of the State of Alabama and to have and exercise all of the powers now or hereafter conferred by the laws of the State of Alabama upon limited liability companies; and to do any and all of the acts and things hereinbefore set forth, and such other things as are incidental or conducive to the attainment of the objects and purposes of the Company, or any of them, to the same extent as natural persons could do, and in any part of the world, as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, partnership, corporation, association, combination, organization, entity, or other body whatsoever, domestic or foreign; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to enter into, make, perform, carry out, assign or otherwise dispose of, or cancel and rescind, contracts and arrangements with any person, partnership, corporation, association, combination, organization, entity, government, governmental subdivision, department or agency, or other body whatsoever, domestic or foreign, public or private; and to do such acts and things and to exercise any and all rights, powers and privileges which it may now or hereafter be lawful for the Company to exercise under the laws of the State of Alabama.

ARTICLE IV.

REGISTERED OFFICE AND AGENT

The location of the registered office of the Company is 5174 Red Fern Way, Birmingham, Alabama 35242. The mailing address of the registered office is 5174 Red Fern Way, Birmingham, Alabama 35242. The name of the registered agent for the company is Riley P. Green, III.

These Articles of Amendment are executed by and on the behalf of the members as of October 1, 2004.

Riley P. Green, III
Riley P. Green, III.

Yvonne S. Green
Yvonne S. Green

This Instrument Was Prepared By:

Robert C. Faircloth, Attorney

* Calhoun, Faulk, Watkins & Faircloth, L.L.C.

P. O. Box 489

Troy, AL 36081

(334) 566-7200

Corp1:RCF/cs

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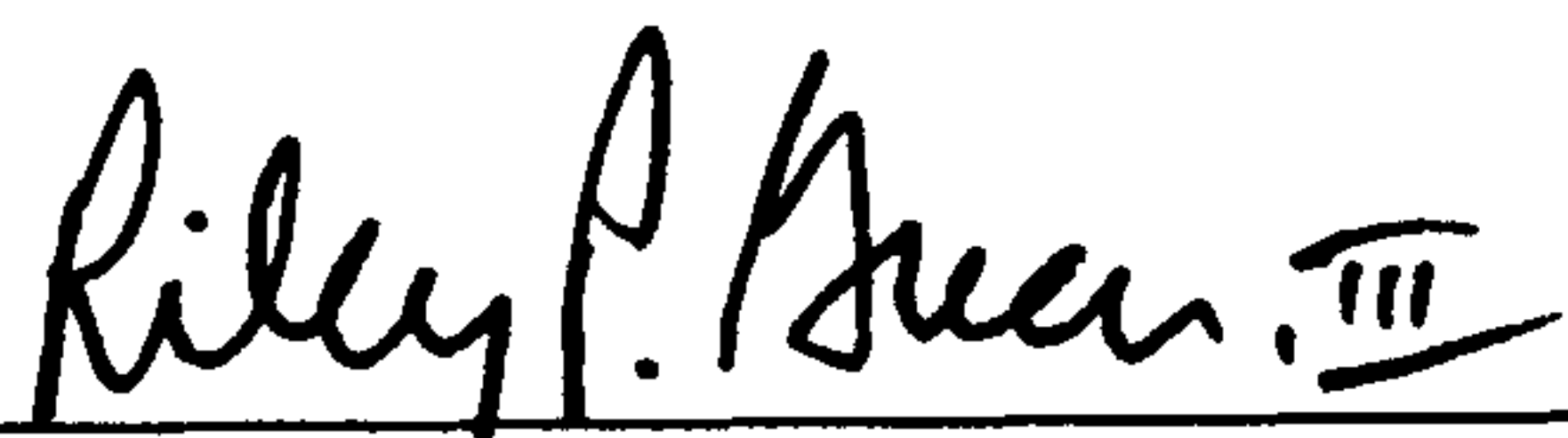


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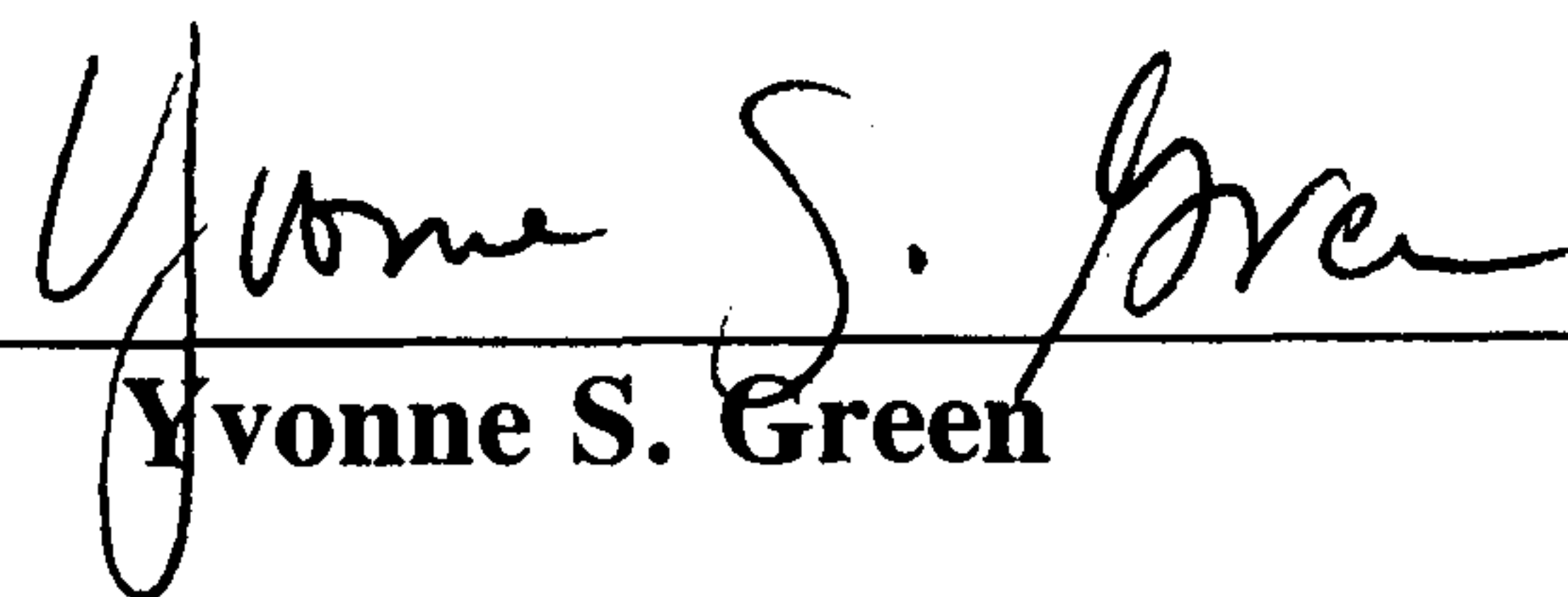
NOTICE OF CHANGES OF ORGANIZATION

Pioneer Financial Group, L.L.C., an Alabama Limited Liability Company, hereby gives notice of the following changes to the organization of Pioneer Financial Group, L.L.C.:

1. **Assignment of Membership Interest:** Riley P. Green, III has assigned twenty-five percent (25%) of the membership interest in Pioneer Financial Group, L. L.C., from his share of the membership interest, to Yvonne S. Green. Said assignment has been accepted by the assignee, resulting in an equal distribution of the membership interest between Riley P. Green, III, with fifty percent (50%) of the membership interest and Yvonne S. Green, with fifty percent (50%) of the membership interest.
2. **Period of Duration:** The period of duration for Pioneer Financial Group, L.L.C. has been amended from a forty year duration to a perpetual duration.
3. **Company Purpose:** The purpose of the company has been changed so that the company is authorized to carry on all business activities to which a Limited Liability Company is entitled pursuant to the Code of Alabama.
4. **Registered Office and Agent:** The registered office of the company has been amended to 5174 Red Fern Way, Birmingham, Alabama 35242. The name of the registered agent for the company remains Riley P. Green, III.



Riley P. Green, III



Yvonne S. Green

* This Instrument Was Prepared By:
Robert C. Faircloth, Attorney
Calhoun, Faulk, Watkins & Faircloth, L.L.C.
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(334) 566-7200
Corp1:RCF/cs

Book/Per: 2004/435
Term/Debit: VAILT / vault
Trans: 376.8578.7114
Recorded: 10-08-2004 15:57:10
GRF Special Recording Fee 7.00
REC Recording Fee 4.00
Total Fees: \$ 11.00



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