

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
CFI CAPITAL PARTNERS, LLC**

The undersigned organizer, desiring to form a limited liability company pursuant to the laws of the State of Alabama, hereby certifies as follows:

1. The name of the limited liability company is CFI Capital Partners, LLC.
2. The existence of the limited liability company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and its duration shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.
3. The purpose for which this limited liability company is organized is to engage in the transaction of any and all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
4. The location and mailing address of the initial registered office shall be 1200 Corporate Drive, Suite 150, Birmingham, Alabama 35242, and the name of the initial registered agent at said address shall be John W. McRoberts.
5. The names and mailing addresses of the initial members of the limited liability company are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John W. McRoberts	1200 Corporate Drive, Suite 150 Birmingham, Alabama 35242
John E. Lee, III	1200 Corporate Drive, Suite 150 Birmingham, Alabama 35242
William C. Harlan	800 Shades Creek Parkway, Suite 305 Birmingham, Alabama 35209

6. The members of the limited liability company shall have the right to admit additional members to the limited liability company, as provided in the Operating Agreement.

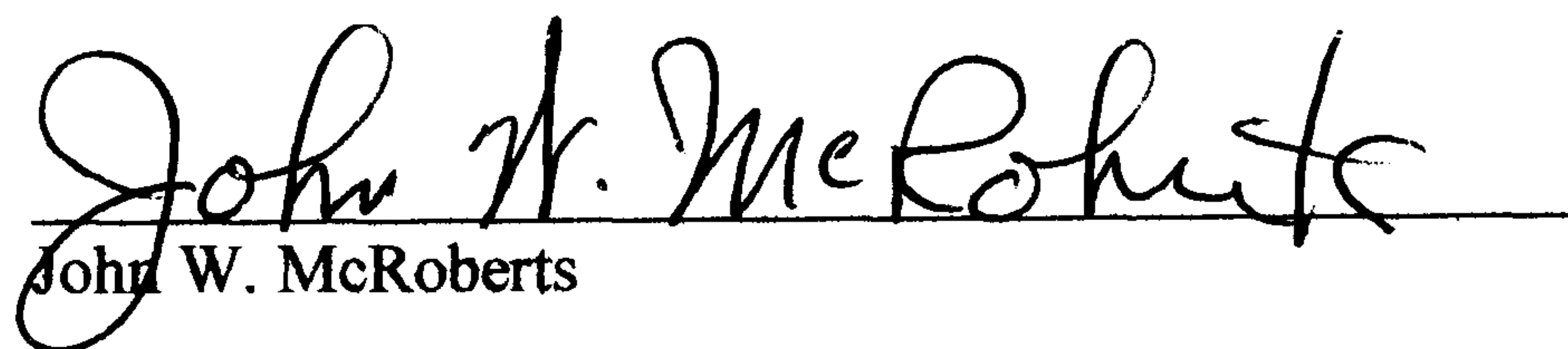
7. The limited liability company shall be managed by a manager who shall serve as manager until a successor is elected and qualified. The name of the initial manager is John W. McRoberts, and the address of the initial manager is 1200 Corporate Drive, Suite 150, Birmingham, Alabama 35242.



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Shelby Cnty Judge of Probate, AL
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8. The name of the organizer of the limited liability company is John W. McRoberts, and the address of the organizer is 1200 Corporate Drive, Suite 150, Birmingham, Alabama 35242.

IN WITNESS WHEREOF, the undersigned, an authorized person of the limited liability company, has affixed hand and seal on this 27th day of November, 2006.


John W. McRoberts

(ORGANIZER)

This instrument was prepared by:

John H. Cooper

Sirote & Permutt, P.C.

P.O. Box 55727

Birmingham, AL 35255-5727