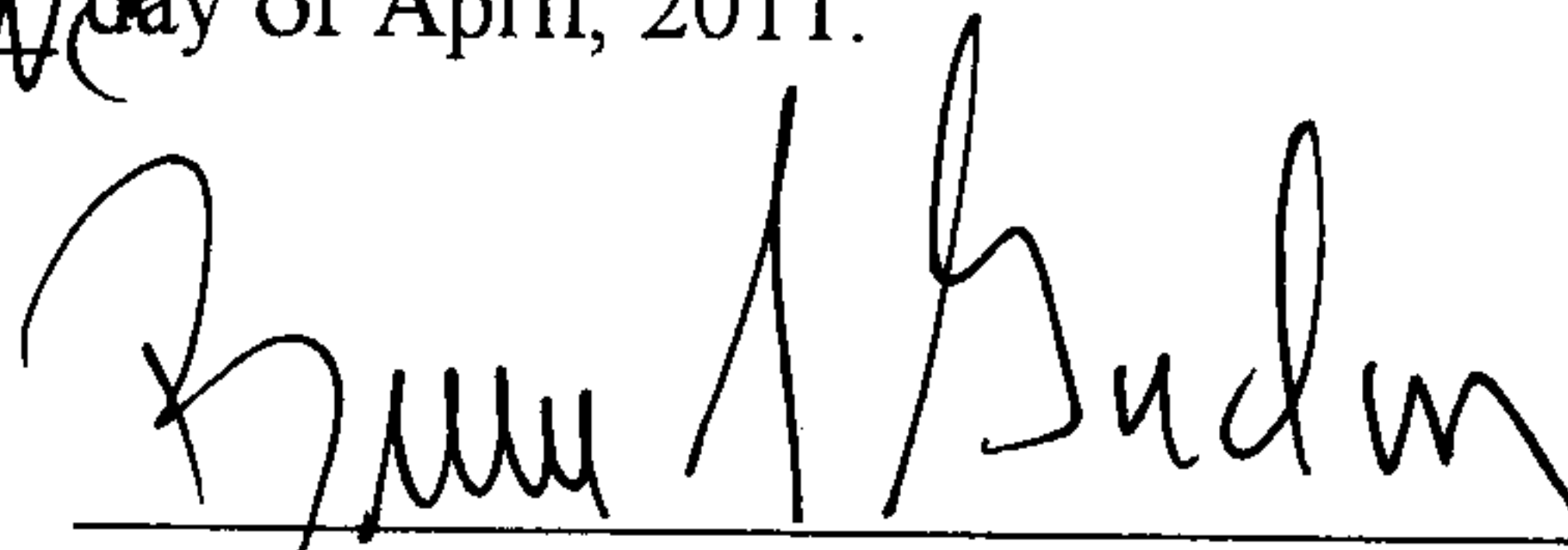


**CERTIFICATE OF FORMATION
OF
PELHAM LAND, LLC**

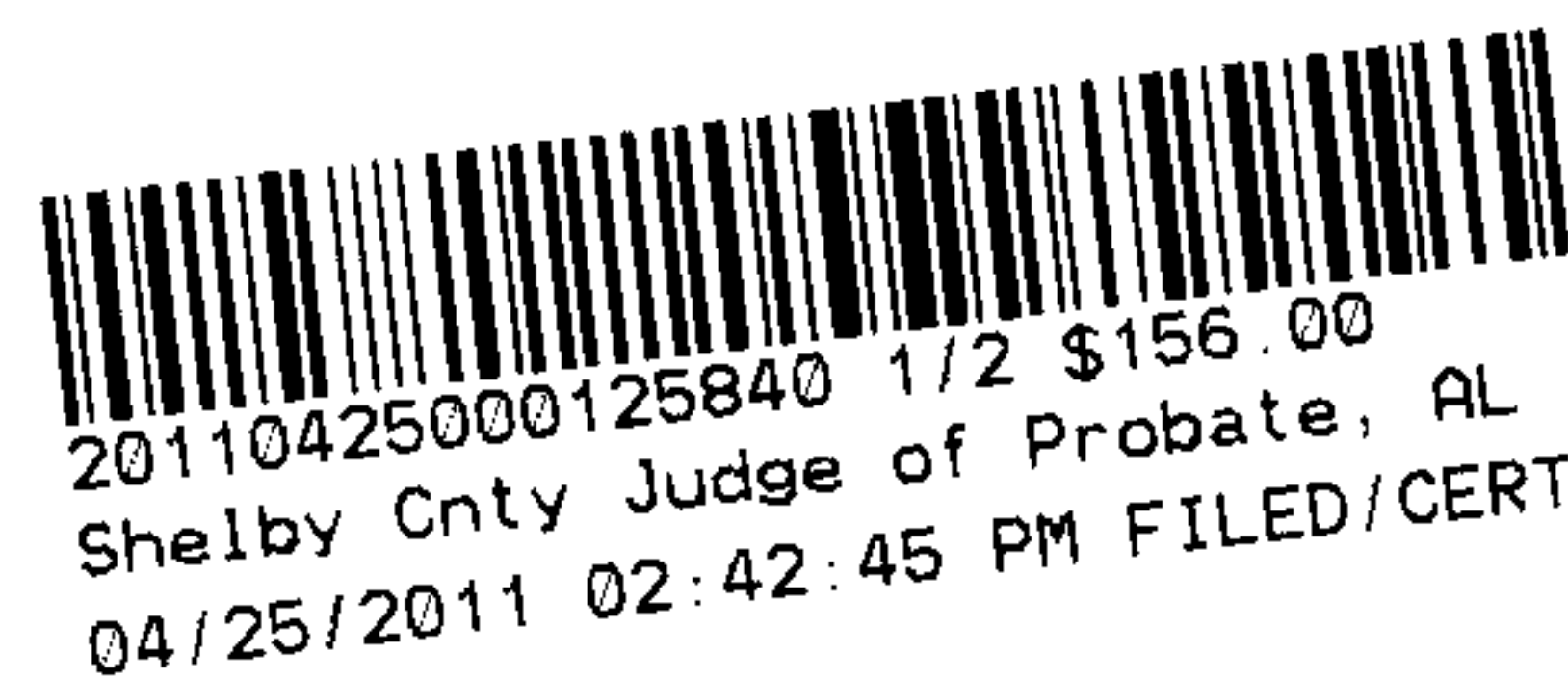
1. The name of the entity being formed is Pelham Land, LLC hereinafter referred to in this Certificate of Formation as the "Company".
2. The type of entity being formed is a limited liability company.
3. The purpose for which the Company is formed is the transaction of any and all lawful business which a limited liability company may transact, including any and all business activities which are related to consulting.
4. The location and mailing address of the initial registered office of the Company is 1061 Southlake Cove, Birmingham, AL 35244. The name of its initial registered agent at that address is Victor R. Scott.
5. The name and address of the organizer of the Company is Bruce L. Gordon, 600 University Park Place, Suite 100, Birmingham, AL 35209.
6. In addition to any applicable provisions of the Alabama Limited Liability Company Law then in effect, the members of the Company shall have the right to admit additional members to the Company in accordance with the terms and conditions of any applicable provisions of the Operating Agreement of the Company which may be in effect from time to time.
7. The Company shall be manager managed.

IN WITNESS WHEREOF, the undersigned organizer of the Company has executed this Certificate of Formation as of the 22nd day of April, 2011.



Bruce L. Gordon, Organizer

This instrument was prepared by:
Bruce L. Gordon
Gordon, Dana, Knight & Gilmore, L.L.C.
600 University Park Place, Suite 100
Birmingham, AL 35209



Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

Pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Pelham Land, LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of MICHAEL D PHILLIPS, P O BOX 419, PELHAM, AL 35124 for a period of one hundred twenty days beginning April 13, 2011 and expiring August 12, 2011

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



578-889

Date April 18, 2011

Beth Chapman Secretary of State