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November 9, 1999

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****155.00 ****155.00

Re: Newman Properties, L.L.C., a limited liability company

To Whom It May Concern:

Per my conversation with your office November 8, 1999, enclosed is our check no. 147584 in the amount of $155.00 to cover the cost of filing the following documents:

1. Articles of Organization of Newman Properties, L.L.C. ($100.00)
2. Certificate of Designation of Registered Agent/Registered Office ($25.00)
3. Certified Copy ($30.00)

Please file the Articles of Organization and Certificate of Designation and return the certified copy of the Articles to me at the above address. If you should have any questions or need further information, please feel free to contact me at 800/239-4999 Ext. 5079.

Your assistance is greatly appreciated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

LANGE, SIMPSON, ROBINSON & SOMERVILLE, LLP

Joanna

Joanna McMichael
Legal Assistant

mth
11/16

/jmm
Enclosures
Cc: Stephen P. Leara

ARTICLES OF ORGANIZATION

OF

NEWMAN PROPERTIES, L.L.C.

The undersigned, being all the members of Newman Properties, L.L.C., a limited liability company formed pursuant to Section 608 of the Florida Statutes, adopts the following Articles of Organization for such company:

ARTICLE I

The name of the Company is Newman Properties, L.L.C.

ARTICLE II

The location and street address of the principal office of the limited liability company is 651 10th Street, N.W., Fayette, Alabama 35555.

ARTICLE III

The term of the Company shall be perpetual from the date of the filing of these Articles of Organization in the Divisions Office of the Secretary of State of Florida, provided, however, that the Company shall be dissolved (a) upon the written consent of the holders of the portion of the ownership interest of the Company specified in the Operating Agreement, as amended from time to time, (b) as provided in the Operating Agreement, as amended from time to time, or (c) as may be required by the Florida Statutes.

ARTICLE IV

The Company shall be managed by its members who are designated as the Managers, who are to serve until the first annual meeting of members or until their successors are elected and qualified:

NAME	ADDRESS
Stephen G. Newman	651 10th Street N.W. Fayette, Alabama 35555
Donna R. Newman	651 10th Street N.W. Fayette, Alabama 35555

ARTICLE V

The initial members shall have no right to admit additional members, except in accordance with the Operating Agreement, as amended from time to time.

ARTICLE VI

Upon the dissociation of a member of the Company or the occurrence of any other event which terminates the continued membership of a member in the Company under the Florida Statutes, the business of the Company shall not be continued and the Company shall be dissolved unless there is at least one remaining member of the Company, or if the holders of all financial rights, including a member's heirs, devisees, or personal representative agree in writing within 90 days of the occurrence of such terminating event to continue the legal existence of the Company and appoint one or more new members

IN WITNESS WHEREOF, the undersigned hereby declare and certify that the facts stated herein are true and correct, and, for the purpose of forming a limited liability company pursuant to the laws of the State of Florida, they hereunto have signed these Articles of Organization as of the 29th day ~~September~~ October, 1999.

FILED 99 NOV 15 AM 12:04 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Stephen G. Newman

Donna R. Newman

This instrument prepared by:
Stephen P. Leara, Esq
Lange, Simpson, Robinson & Somerville LLP
417 20th Street North, Suite 1700
Birmingham, Alabama 35203
(205) 250-5000

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABIITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is NEWMAN PROPERTIES, L.L.C.

2. The name and the Florida street address of the registered agent are:

C T Corporation System
Name

1200 South Pine Island Road
Florida street address (P. O. Box **not** acceptable)

Plantation, Florida 33324
City, State and Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT CORPORATION

Dale W. Morris
Signature

DALE W. MORRIS
ASSISTANT SECRETARY