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January 24, 2000

VIA AIRBORNE EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/25/00--01042--003
****160.00 ****160.00

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

To Whom It May Concern:

Enclosed is our check no. 149465 in the amount of \$160.00 to cover the cost of filing the following documents:

1. Articles of Organization of Richards Properties, L.L.C. (\$100.00)
2. Designation of Registered Agent/Registered Office (\$25.00)
3. Certified Copy (\$30.00) and
4. Certificate of Status (\$5.00)

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

Your prompt response is greatly appreciated.

Sincerely,

LANGE, SIMPSON, ROBINSON & SOMERVILLE, LLP

Joanna McMichael
Legal Assistant

/jmm
Enclosures

FILED
00 JAN 25 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

RICHARDS PROPERTIES, L.L.C.

The undersigned, being all the members of Richards 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 Richards Properties, L.L.C.

ARTICLE II

The location and street address of the principal office of the limited liability company is 6450 Highway 96, 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:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey F. Richards	6450 Highway 96 Fayette, Alabama 35555
Deborah C. Richards	6450 Highway 96 Fayette, Alabama 35555

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00 JAN 25 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

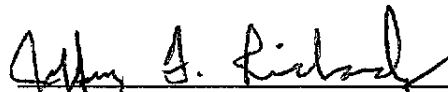
ARTICLE V

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 24th day January, 2000.


Jeffrey F. Richards


Deborah C. Richards

FILED
JAN 25 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 LIABILITY 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 RICHARDS PROPERTIES, L.L.C.
2. The name and the Florida street address of the registered agent are:

CT Corporation System

Name


c/o CT Corporation System, -1200 South Pine Island Road
Florida street address (P. O. Box not acceptable)

Plantation, Florida 33324

City, State and Zip

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



Signature

ALLAN FARNELL
(ASSISTANT SECRETARY)

FILED
00 JAN 25 PM 12:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE