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ARTICLES OF INCORPORATION
OF

CORRECTIONAL MANAGEMENT CONSULTING, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CORRECTIONAL MANAGEMENT CONSULTING, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

(1) to engage in consultation with correctional agencies to achieve the Constitutional operation of their facilities;

(2) to prepare recommendations of corrective action or preventive measures for use by correctional administrator-clients;

(3) to provide any other services that will enhance the operation of client facilities;

(4) to make contracts, guarantees, and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time;

(5) to purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or other interest therein, wherever situated;

(6) to conduct its business, carry on operations, and have offices and exercise the powers granted by the Alabama Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of common stock with a par value of \$1.00 per share.

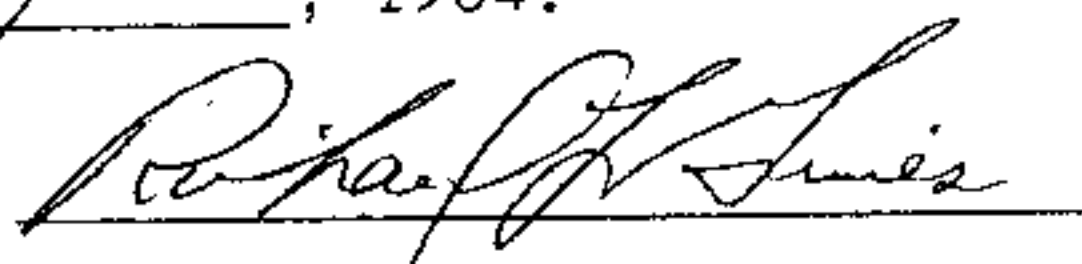
FIFTH: The mailing address of the initial registered office of the corporation is 4616 Wooddale Lane, Pelham, Alabama, 35124. The name of the initial registered agent at such address is Richard L. Grimes.

SIXTH: The number of directors constituting the initial board of directors of the corporation is three (3), and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are;

<u>NAME</u>	<u>ADDRESS</u>
MARY ELIZABETH GRIMES	4616 WOODDALE LANE PELHAM, ALABAMA 35124
BARBARA ANNE BRESSETTE	4616 WOODDALE LANE PELHAM, ALABAMA 35124
RICHARD L. GRIMES	4616 WOODDALE LANE PELHAM, ALABAMA 35124

SEVENTH: The name and address of the incorporator is RICHARD L. GRIMES of 4616 Wooddale Lane, Pelham, Alabama, 35124.

Dated the 7th day of July, 1984.



INCORPORATOR

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

I, the undersigned authority, do hereby certify that on
this 7th day of July, 1984, personally appeared before me
RICHARD L. GRIMES, who being by me first duly sworn, declared
that he signed the foregoing instrument as incorporator and the
statements therein contained are true.



Karen Van Horn

NOTARY PUBLIC

MY COMMISSION EXPIRES SEPTEMBER 29, 1987



STATE OF ALABAMA

I, Don Siegelman, 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 Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Correctional Management Consulting, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Correctional Management Consulting, Inc. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

July 9, 1984 - expires 11-7-84

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

CORRECTIONAL MANAGEMENT CONSULTING, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of CORRECTIONAL MANAGEMENT CONSULTING, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of CORRECTIONAL MANAGEMENT CONSULTING, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 17th day of JULY, 19 84.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1984 JUL 17 AM 9:27

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Rec 35.00
Jud 1.00
36.00