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ARTICLES OF INCORPORATION
OF
MAIL POUCH, INC.

For the purpose of forming a corporation under the Alabama Business Corporation Act and any act amending, supplementing or substituting for the same ("Act"), the undersigned do adopt these Articles of Incorporation and upon due execution, acknowledgment, filing and recording hereof as provided by the Act, shall constitute a body corporate.

ARTICLE I.

NAME

1.1 The name of the Corporation shall be Mail Pouch, Inc.

ARTICLE II.

DURATION

2.1 The period of duration of the Corporation shall be perpetual.

ARTICLE III.

PURPOSES

3.1 The nature of the business or purposes to be conducted is to engage in any lawful act or activity for which corporations may be organized under the Act.

ARTICLE IV.

CAPITAL STOCK

4.1 The total number of shares of stock which the Corporation shall have authority to issue shall be 10,000 shares of the par value of \$.01 per share.

4.2 All of the shares of authorized capital stock shall be common stock. Each holder of issued and outstanding shares of common stock shall have and possess the right to notice of and to vote at shareholders' meetings and shall be entitled to cast one vote for each such shares held of record by him. In any vote (whether by vote at a shareholders' meeting or by written consent) which is taken for the purpose of electing directors to the Board of Directors of the Corporation, no holder of voting stock of the Corporation shall have or be entitled to cumulative voting rights with respect to his shares, and all shares shall be voted on a non-cumulative basis. Dividends on any stock of

Ritchie & Rediker

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the Corporation shall be payable only out of earnings or assets of the Corporation legally available for payment of such dividends and only as and when declared by the Board of Directors. The shares of outstanding stock shall have such other rights, powers and preferences as shall be provided from time to time by applicable law or pursuant to provisions of or authority granted by these Articles of Incorporation.

ARTICLE V.

REGISTERED OFFICE AND AGENT

5.1. The location and mailing address of the initial registered office of the Corporation and the name of its registered agent at such address is as follows: Mr. Frank West, 2543 Elizabeth Drive, Helena, Alabama, 35080.

ARTICLE VI.

DIRECTORS

6.1 The number of directors constituting the initial board of directors shall be the same number as the number of persons listed in this paragraph 6.1. The names and addresses of the persons constituting the initial board of directors and who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Frank West	2543 Elizabeth Drive Helena, Alabama 35080
Gary C. Mercer	5876 Janet Drive Trussville, Alabama 35173

ARTICLE VII.

INCORPORATORS

7.1 The name and address of each incorporator is as follows:


<u>Name</u>	<u>Address</u>
Frank West	2543 Elizabeth Drive Helena, Alabama 35080
Gary C. Mercer	5876 Janet Drive Trussville, Alabama 35173

ARTICLE VIII.

DENIAL OF PRE-EMPTIVE RIGHTS

8.1 No holder of shares of any class of capital stock of this Corporation shall, as such holder, have any pre-emptive rights in, or pre-emptive rights to purchase or subscribe to, any shares of stock of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of stock of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements as shall be expressly granted by the Board of Directors or Shareholders upon such other terms and conditions as the Board of Directors, in its discretion, or the Shareholders may fix or designate.

WE, THE UNDERSIGNED, being each of the incorporators named, for the purpose of forming a corporation pursuant to the above referenced Act, do make this Certificate, hereby declaring and certifying that this is our act and deed and the facts herein are true, and accordingly have hereunto set our hands this 26th day of February, 1987.


FRANK WEST

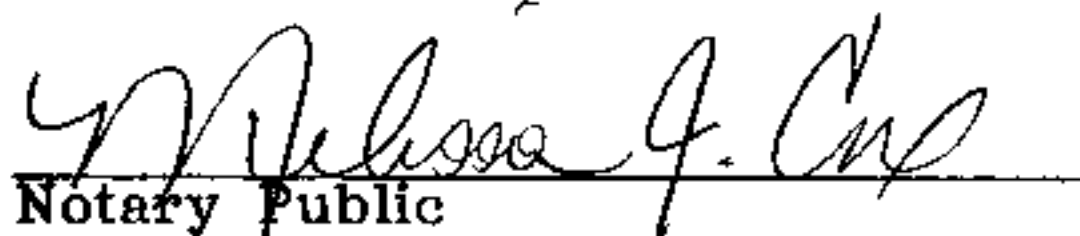

GARY C. MERCER

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned Notary Public in and for said County in said State, hereby certify that Frank West, whose name is signed to the foregoing Articles of Incorporation of Mail Pouch, Inc., and who is known to me to be a party to same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the day the same bears date and said Certificate is the act and deed of the signer respectively and the facts stated therein are true.

GIVEN under my hand and seal of my office on this the 26th day of February, 1987.


Notary Public

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned Notary Public in and for said County in said State, hereby certify that Gary C. Mercer, whose name is signed to the foregoing Articles of Incorporation of Mail Pouch, Inc., and who is known to me to be a party to same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the day the same bears date and said Certificate is the act and deed of the signer respectively and the facts stated therein are true.

GIVEN under my hand and seal of my office on this the 26th day of February, 1987.


Notary Public



This instrument was prepared by Carolyn L. Duncan, Ritchie and Rediker whose address is 312 North 23rd Street, Birmingham, Alabama, 35203.



STATE OF ALABAMA

I, Glen Browder, 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 _____ Mail Pouch, Inc. _____ is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of _____ Mail Pouch, 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.

February 24, 1987 - expires 6-25-87
Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

MAIL POUCH, 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 MAIL POUCH, INC., duly signed pursuant to the provisions 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 MAIL POUCH, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of MARCH, 1987

STATE OF ALABAMA, SHELBY CO.
I, Thomas A. Brouder, Jr.
JUDGE OF PROBATE

1987 MAR 10 PM 12:57

Thomas A. Brouder, Jr.
Judge of Probate

Thomas A. Brouder, Jr.
JUDGE OF PROBATE

Rec 35.00
Jud 1.00
36.00

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