ARTICLES OF INCORPORATION

FOR

SOUTHERN PETROLEUM PROCESSORS, INC.

STATE OF ALABAMA

COUNTY OF SHELBY

ARTICLE I. Name of Corporation

The name of this corporation shall be:

Southern Petroleum Processors, Inc.

ARTICLE 11. Period of Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III. Purposes

The purposes of this corporation is the transaction of any and all lawful business for which corporations may be incorporated for under the Alabama Business Corporation Act.

ARTICLE IV. Number of Shares of Stock

This corporation shall have the authority to issue 1,000 (1,000) shares of stock. This stock shall be of one class. The stock shall have par value of Ten and NO/100 Dollars (\$10.00) per share.

Initial Registered Agent ARTICLE V.

The initial registered agent and the location and mailing address of the initial registered office of this corporation shall be:

A Professional Corporation ONE PERIMETER PARK SOUTH

SUITE 320 500

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William R. Hill, Jr.
One Perimeter Park South
Suite 320 South Tower
Birmingham, Alabama 35243

ARTICLE VI. Directors

Initial director(s) shall serve until the first annual meeting of shareholders or until the successor(s) be elected and qualify. The name(s) and address(es) of the initial director(s) shall be:

Sidney Eugene Mims, Jr.	One Perimeter Park South Suite 320 South Tower	Birmingham, A	AL.	3 5243
William R. Hill, Jr.	One Perimeter Park South Suite 320 South Tower	Birmingham, A	AL.	35243
Michael G. Ledbetter	One Perimeter Park South Suite 320 South Tower	Birmingham, /	AL.	35243

ARTICLE VII. incorporators

The Incorporator(s) of this corporation shall be:

Sidney Eugene Mims, Jr.	One Perimeter Park South Suite 320 South Tower	Birmingham,	AL.	35243
William R. Hill, Jr.	One Perimeter Park South Sulte 320 South Tower	Birmingham,	AL.	35243
Michael G. Ledbetter	One Perimeter Park South Suite 320 South Tower	Birmingham,	AL.	35243

ARTICLE VIII. Officers

The initial officers of this corporation shall be:

President
One Perimeter Park South
Sulte 320 South Tower
Birmingham, Alabama 35243

Vice-President
One Perimeter Park South
Sulte 320 South Tower
Birmingham, Alabama 35243

160

William R. Hill, Jr.
Secretary and Treasurer
One Perimeter Park South
Sulte 320 South Tower
Birmingham, Alabama 35243

ARTICLE IX. Powers

This Corporation shall be vested with all powers granted to corporations under the laws of the State of Alabama, including, but not limited to those vested by the Alabama Business Cooperation Act, and the indemnification of directors, officers, employees, and agents.

ARTICLE X. Amendment

This corporation reserves the right to amend, alter, change, or appeal any provisions of these Articles of incorporation pursuant to its by-laws and the requirements of the Alabama Business Corporation Act.

Done this the 23kd day of Movember

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SIDNEY EUGENE 4MIMS, SRA

Incorporator

One Perimeter Park South

Suite 320 South Tower

Birmingham, Alabama 35243

MICHAEL G. LEDBETTER

Incorporator

One Perimeter Park South Suite 320 South Tower Birmingham, Alabama 35243

WILLIAM R. HILL, JR.

Incorporator

One Perimeter Park South Suite 320 South Tower

Birmingham, Alabama 35243



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 Southern Petroleum Processors, Inc. i	s reserved
as available based <u>only</u> upon an examination of the corporation records on	file in
this office for the exclusive use of Southern Petroleum Processors, 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 pr	oposed to
be incorporated is Shelby . I further certify that as set ou	t in the
application for reservation of corporate name, the Secretary of State's o	ffice 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.

October 1, 1987 - expires 1-30-88

Date

Brown

Glen Browder

Secretary of State

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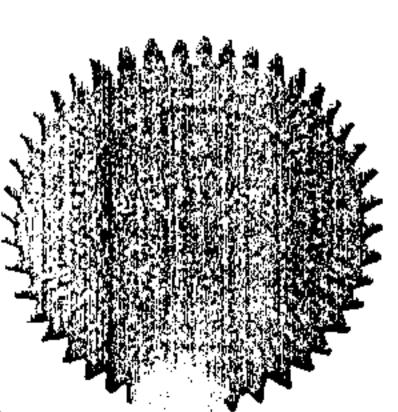
State of Alabama

County SHELBY

CERTIFICATE OF INCORPORATION OF

SOUTHERN PETROLEUM: PROCESSORS, INC.

The undersigned, as Judge of Probate ofSHELBYCou	anty,
State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for	r the
incorporation of SOUTHERN PETROLEUM PROCESSORS, INC.	duly
signed pursuant to the provisions of the Alabama Business Corporation Act, have be	seen
received in this office and are found to conform to law.	
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the author	ority
vested in him by law, hereby issues this Certificate of Incorporation of	
SOUTHERN PETROLEUM PROCESSORS, INC, and attack	ches
hereto a duplicate original of the Articles of Incorporation.	
GIVEN Under My Hand and Official Seal on this the lst da	ay of
DECEMBER , 1987	



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JUDGE OF PROBATE

Judge of Probate

Jud 1:00-