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ARTICLES OF INCORPORATION
OF
FRED JOHNSON & ASSOCIATES, P. C.

BUCK 039 PAGE 33

Pursuant to the Revised Alabama Professional Corporation Act (Act No. 83-514, Regular Session Legislature of Alabama 1983) and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter called the "Act") and for the purpose of forming a professional corporation under the Act in compliance with (to the extent not inconsistent with the provisions of the Act) the Alabama Business Corporation Act, the undersigned individual sole incorporator, being of the age of twenty-one years or more and who holds a license to engage in the practice of public accounting in the State of Alabama, does hereby organize the Professional Corporation under the name set forth below, becomes a shareholder thereof and does hereby adopt these Articles of Incorporation, and, upon the making and filing for record of these Articles of Incorporation in the office of the Judge of Probate of Jefferson County, Alabama, this Professional Corporation shall be deemed to be in existence.

FIRST: The name of the Professional Corporation shall be Fred Johnson & Associates, P. C. (hereinafter called the "P. C.").

SECOND: The Professional Corporation shall have perpetual duration.

THIRD: The purpose for which the Professional Corporation is organized is for the performing and rendering of professional services for which its shareholder employees are duly licensed to practice in the State of Alabama and services ancillary thereto and shall not engage in any

Cabani, Johnston, Gardner
1000 11th St. N. Bldg

business other than the rendering of such professional services. The Professional Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments and shall further have all powers necessary or convenient to effectuate its purposes to the extent provided by the Act.

FOURTH: The total number of shares of capital stock which the Professional Corporation shall have authority to issue shall be 10,000 shares consisting of 10,000 shares of Common Stock of the par value of \$1.00 per share.

FIFTH: The location and mailing address of the initial registered office of the Professional Corporation shall be No. 3, Riverchase Office Plaza, Suite 110, Birmingham, Alabama 35244. The initial registered agent at such address shall be Fred Johnson.

SIXTH: The number of directors constituting the initial Board of Directors shall be one. The name and mailing address of the person who is to serve as Director until the first annual meeting of shareholders or until his successor shall be elected and qualify are as follows:

Fred Johnson
No. 3, Riverchase Office Plaza
Suite 110
Birmingham, Alabama 35244

SEVENTH: The Board of Directors shall have the power to make, alter or repeal the Bylaws of the Professional Corporation at any meeting at which a quorum is present by the affirmative vote of a majority of the whole Board of Directors. Election of Directors need not be by written ballot.

EIGHTH: No shareholder, by virtue of being a shareholder, shall enjoy any preemptive rights with regard to the purchase of capital stock of the Professional Corporation.

NINTH: The name and mailing address of the sole incorporator are as follows:

Fred Johnson
No. 3, Riverchase Office Plaza
Suite 110
Birmingham, Alabama 35244

IN WITNESS WHEREOF, the undersigned incorporator has set his hand hereto on this the 28th day of May, 1989.


Fred Johnson

This instrument was prepared by:

F. Gerald Burnett
Cabaniss, Johnston, Gardner,
Dumas & O'Neal
1700 First National-
Southern Natural Building
Birmingham, Alabama 35203
Telephone: 205/252-8800



THE FEE FOR ISSUING THIS CERTIFICATE (\$10.00 MADE PAYABLE TO THE SECRETARY OF STATE) SHOULD BE COLLECTED BY THE JUDGE OF PROBATE WHEN YOU FORM YOUR CORPORATION AND FORWARDED TO THE SECRETARY OF STATE.

NOTE: IF YOU DECIDE NOT TO USE THIS NAME FOR A CORPORATION, PLEASE RETURN CERTIFICATE WITH A FEE OF \$10.00 TO THE SECRETARY OF STATE, 524 STATE OFFICE BUILDING, MONTGOMERY, ALABAMA 36130.

STATE OF ALABAMA

I, FRED C. CRAWFORD, 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 Fred Johnson & Associates, P.C. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Fred Johnson & Associates, P.C.

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 ~~Jefferson~~. 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 hercunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 3, 1989 - expires 9-1-89

Date

Fred C. Crawford

Fred C. Crawford

Secretary of State

State of Alabama

SHELBY County

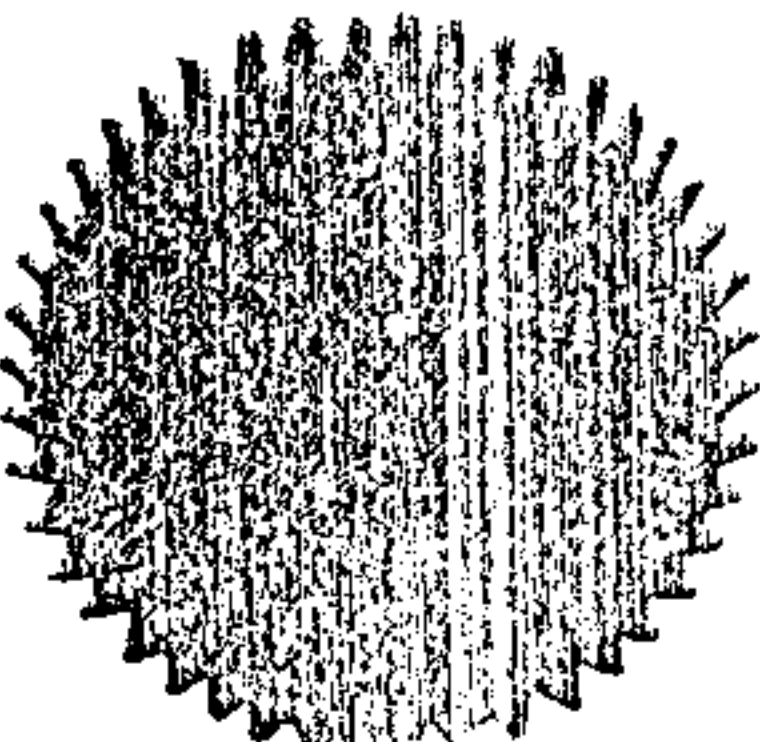
CERTIFICATE OF INCORPORATION OF

FRED JOHNSON & ASSOCIATES, P.C.

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 FRED JOHNSON & ASSOCIATES, P.C., 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 FRED JOHNSON & ASSOCIATES, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 2nd day of JUNE, 19 89



THE SEAL OF THE
JUDGE OF PROBATE
STATE OF ALABAMA

89 JUN -2 AM 8:41

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Jud 1.00
36.00