

1451

ARTICLES OF INCORPORATION

OF

D K & C, INC.

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

ARTICLE ONE

NAME

The name of the corporation is D K & C, Inc.

ARTICLE TWO

DURATION

The period of its duration is perpetual.

ARTICLE THREE

PURPOSES

The purposes for which this corporation is organized are:

A. Any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE FOUR

The corporation shall have and may exercise in pursuit of its corporate purposes these powers:

A. Statutory Powers. To have and exercise all the powers conferred on corporations in the Alabama Business Corporation Act, and the restatement in this section of some of those powers shall not be construed as an exclusion of any powers so conferred or as a limitation on the exercise of all powers conferred by the Alabama Business Corporation Act.

B. Incorporate and Manage Other Corporations. To be an incorporator, promoter, or manager of other corporations of any type of kind.

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C. Purchase Its Own Shares. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus available therefore, subject to the additional limitations provided for in Section 10-2A-22 of the Alabama Business Corporation Act.

D. Acquisition of Other Businesses. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporations, associations, partnerships, individuals or other entities.

E. Borrow or Raise Money. To borrow or raise monies from time to time, without limit as to amount; to execute, accept, endorse and deliver as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the corporation, whether at the time owned or afterward acquired.

F. Make Guaranties. To make any guaranty or contract of guaranty or surety respecting stocks, dividends, securities, indebtedness, interest, contracts, leases or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities.

G. Establish Deferred Compensation Plans. To pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive and compensation plans, trust and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of its subsidiaries.

H. Provide Life Insurance. To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by a stockholder.

I. Patents. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions improvements, letters, patent and applications for them, licenses, formulas, privileges,

processes, copyrights and applications therefore, trademarks and applications therefore.

J. Pursuit and Exercise of Powers in Other Jurisdictions.
The corporation may pursue its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of that state, territory, district or possession of the United States, or by the law of that country; and the corporation may limit the purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or in any foreign country.

ARTICLE FIVE

The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares with a par value of \$1.00 per share for a total par value of \$1,000.00.

No preemptive rights are to be associated with the capital shares of the corporation.

ARTICLE SIX

There are no provisions for the regulations of the internal affairs of the corporation other than those created by law in the Alabama Business Corporation Act.

ARTICLE SEVEN

The address of the initial registered office of the corporation is 4951 Cahaba Valley Trace, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is Dennis Kizziah.

ARTICLE EIGHT

The number of directors constituting the initial Board of Directors of the corporation is 2, and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their

successor is elected and shall qualify are:

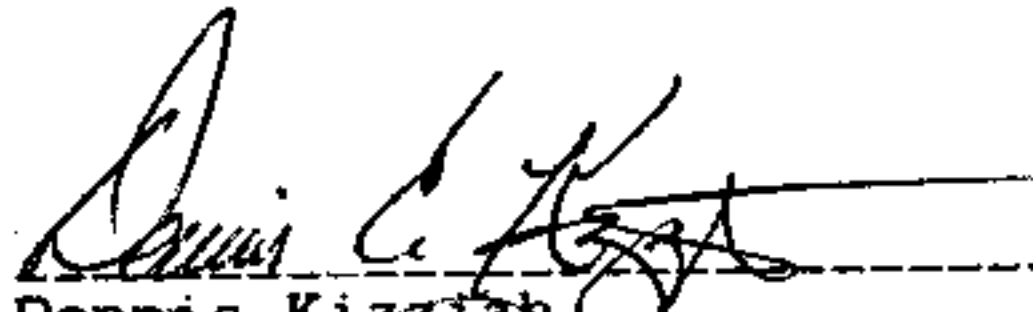
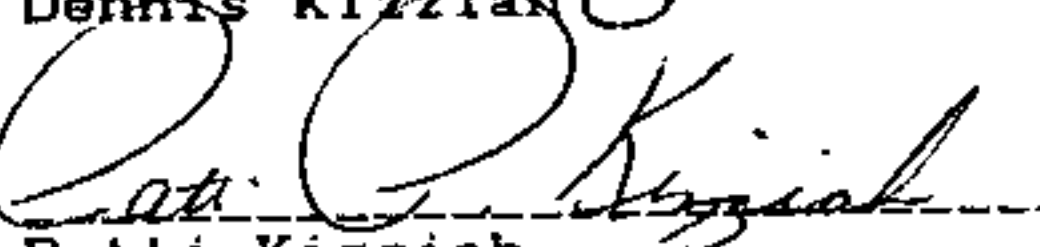
NAME	ADDRESS
Dennis Kizziah	4951 Cahaba Valley Trace Birmingham, Alabama 35242
Patti Kizziah	4951 Cahaba Valley Trace Birmingham, Alabama 35242

ARTICLE NINE

The name and address of each incorporator is:

NAME	ADDRESS
Dennis Kizziah	4951 Cahaba Valley Trace Birmingham, Alabama 35242
Patti Kizziah	4951 Cahaba Valley Trace Birmingham, Alabama 35242

Given under our hand and seal this 22 day of FEBRUARY, 1991.


Dennis Kizziah

Patti Kizziah

This Instrument Prepared By:
Larry Kizziah, Attorney
P.O. Box 19761
Birmingham, Alabama 35219
Phone (205) 823-6839



STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

DK&C, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Dennis Kizziah, 4951 Cahaba Valley Trace, Birmingham, AL 35242 for a period of one hundred twenty days beginning January 24, 1991 and expiring May 25, 1991.

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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.

January 24, 1991

Date

A handwritten signature in dark ink, appearing to read "Billy Joe Camp".

Billy Joe Camp

Secretary of State

State of Alabama

County

SHELBY

CERTIFICATE OF INCORPORATION OF

D K & C, 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 D K & C, 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 D K & C, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 26th day of FEBRUARY, 19 91

Thomas A. Snowden, Jr.

Judge of Probate

STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

91 FEB 26 PM 12:44

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

*Re 35.00
Fees 3.00
38.00*

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