

ARTICLES OF INCORPORATIONANDCERTIFICATE OF INCORPORATIONOF VITAL INSPECTION PROFESSIONALS, Inc.A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Larry Crawford, Carol Crawford and Jack Dennis, Jr., who are over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being subscribers to the capital stock of the corporation hereby organized, do make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is **Vital Inspection Professionals, Inc.**, and the corporation shall be authorized to do business in said trade name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

4. The objects and purposes for which the corporation is formed are:

(a) To conduct and operate an Inspection service of welding, steel, concrete, soil, metals and materials of any kind, including but not limited to those used in construction, manufacturing and use by any person, partnership, corporation or any other entity.

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, partnerships, corporations, or other legal entities for the purposes of effectuating the above.

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be: 70 Fulton Springs Lane, Alabaster, AL 35007.

6. The aggregate number of shares which the corporation shall be authorized to issue shall be one thousand (1000) shares

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Larry Crawford
P.O.B. #1

of common stock having a par value of One Dollar (\$1.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be One Thousand Dollars (\$1,000.00), divided into One Thousand (1,000) shares of common capital stock, having a par value of One Dollar (\$1.00) per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation, or to any other holders of securities of the corporation, or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of said corporation, stock which is held joint or common tenant, or by the entities, shall be treated as held by one shareholder.

All of the corporation's issued shares of stock may at no time be held by more than (30) persons.

7. The names and addresses of the incorporators and the number of shares subscribed by them are as follows:

Larry Crawford 70 Fulton Springs Lane Alabaster, AL 35007	260 Shares
Carol Crawford 70 Fulton Springs Lane Alabaster, AL 35007	250 Shares
Jack Dennis, Jr. 2450 Edwards Dr. Bessemer, AL 35023	490 Shares

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is 70 Fulton Springs Lane, Alabaster, AL 35007.

11. The initial registered agent for the corporation shall be Larry Crawford.

12. The names and addresses of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

Carol Crawford
70 Fulton Springs Lane
Alabaster, AL 350071

PRESIDENT

Larry Crawford
70 Fulton Springs Lane
Alabaster, AL 35007

VICE-PRESIDENT

Jack Dennis, Jr.
2450 Edwards Dr.
Bessemer, AL 35023

SECRETARY/TREASURER

13. Attached hereto, marked Exhibit "A" and made a part

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of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided or discharged.

14. This corporation is formed as a close corporation or small business corporation and the stock authorized herein shall be stock of a close corporation or small business, as defined by Section 1244(c) of the United States Internal Revenue Code. It is the intention of the incorporators herein to incorporate and act as a Sub-Chapter "S" corporation.

15. IN WITNESS THEREOF, the undersigned incorporators have hereunto subscribed their names to this Certificate of Incorporation this the 13th day of August, 1991.

Larry Crawford
Larry Crawford

Carol Crawford
Carol Crawford

Jack Dennis, Jr.
Jack Dennis, Jr.

STATE OF ALABAMA)
COUNTY OF SHELBY)

Sworn to and subscribed to before me this 13th day of August, 1991.

Donna R. Catlin
Notary Public

My Commission expires
March 13, 1995

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EXHIBIT "A"

SUBSCRIPTION LIST TO THE CAPITAL STOCK
OF

VITAL INSPECTION PROFESSIONALS, INC.

A CLOSE CORPORATION

The undersigned do subscribe for and agree to pay for the number of shares of common capital stock of VITAL INSPECTION PROFESSIONALS, Inc., a close corporation proposed to be organized under the laws of the State of Alabama, as set opposite our signatures hereunder and to pay therefore in the following manner:

NAME	NUMBER OF SHARES	MANNER OF PAYMENT
CAROL CRAWFORD	250	CASH
LARRY CRAWFORD	260	CASH
JACK DENNIS, JR.	490	CASH

IN WITNESS THEREOF, the undersigned subscribers have hereunto executed their signatures this 13th day of August, 1991.

Carol Crawford
Carol Crawford

Larry Crawford
Larry Crawford

Jack Dennis, Jr.
Jack Dennis, Jr.

STATE OF ALABAMA)
COUNTY OF SHELBY)

Sworn to and subscribed to before me this 13th day of August, 1991.

Donna R. Caton
Notary Public

My Commission expires
March 13, 1995

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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:

Vital Inspection Professionals, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Harry Lyon, P. O. Box 21, Pelham, AL 35124 for a period of one hundred twenty days beginning July 12, 1991 and expiring November 10, 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.

July 12, 1991

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

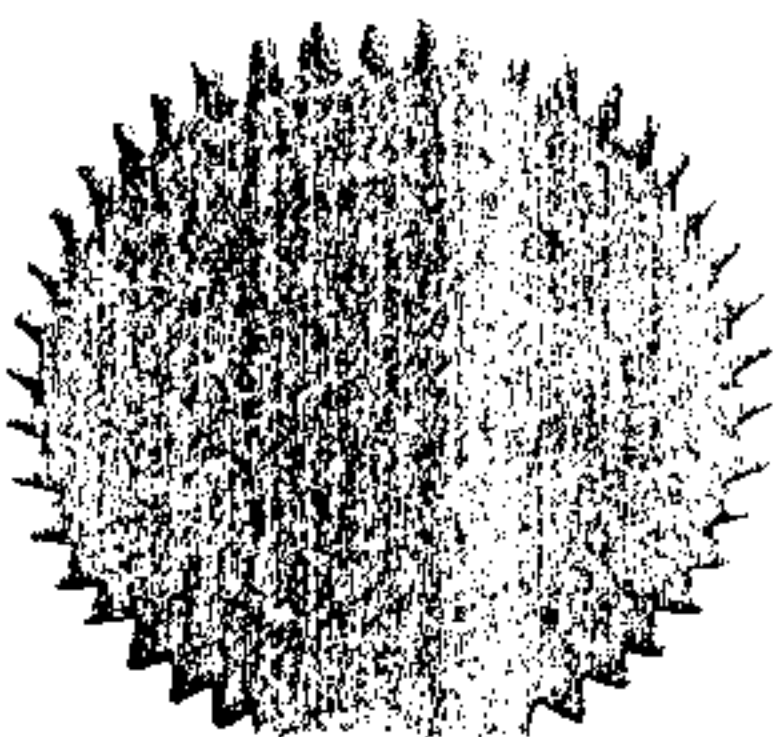
CERTIFICATE OF INCORPORATION OF

VITAL INSPECTION PROFESSIONALS, 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 VITAL INSPECTION PROFESSIONALS, 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 VITAL INSPECTION PROFESSIONALS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

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



STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS FILED

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JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Rec 35.00
Jud 3.00
38.00