

ARTICLES OF INCORPORATION
OF
PRIMARY ELECTRICAL SUPPLY CORPORATION, INC.

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I - Name

The name of the corporation shall be Primary Electrical Supply Corporation Inc.

ARTICLE II - Duration

The duration of the corporation shall be perpetual.

ARTICLE III - Purposes

The purposes for which this corporation is formed are:

a) To engage in the business of manufacturing, buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in all industrial machinery, equipment, implements, materials and equipment of allied lines.

b) To subscribe for, purchase or otherwise acquire, underwrite, or obtain an interest in, own, hold, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality or other political corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or entity whatsoever located in or under the laws of any part of the world, including (without limiting the generality of the foregoing), stocks, shares, voting trust certificates, bonds, mortgages, deeds of trust, debentures, notes, land trust certificates, warrants, rights, scripts, commercial paper, choses in action, evidence of indebtedness, certificates of interest, or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; and to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in and act as agent for any underwriting, purchasing or selling syndicate or group and otherwise to take part in and assist, in any legal matter, by guaranty

or otherwise, the purchase, sale or distribution of any such securities.

c) To purchase or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences or indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences or indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock, rights, and property of any person, firm, association or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

d) To buy, acquire, sell, retain, deal in, or to otherwise dispose of, absolutely or contingently, petroleum and gas properties and interests and any right, title, or interest therein; and to do all other acts and things required to be done in connection therewith, either within or without the State of Alabama.

e) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell exchange, let, lend, export, mortgage, pledge, deal in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other

kind and character of personal property, real property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

f) To hire and employ agents, servants and employees, and enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

g) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

h) To let concessions to others to do any of the things that this corporation is entitled to do, and to enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

i) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all the things specified in Title 10, Section 2, and to have and to exercise all powers conferred by the laws of the state of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons, firms, associations or corporations, and in any part of the world.

The foregoing statements of purposes shall be construed as statements of both purposes and powers, shall be literally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but

are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV - Capital Stock

The amount of total authorized stock shall be \$10,000.00 divided into 10,000 shares common stock, with a par value of \$1.00 each. The amount of the capital stock with which the corporation shall begin business shall be \$1000.00 divided into 1,000 shares of the par value of \$1.00 each.

ARTICLE V - Registered Office

The address of the initial registered office of the corporation is: 3225 Cahaba Valley Road, Pelham, Alabama 35124.

ARTICLE VI - Registered Agent

The name and post office address of the registered agent is:

NAME - Joseph M. Greenwood

ADDRESS - 3225 Cahaba Valley Road, Pelham, Alabama 35124

ARTICLE VII - Incorporators

The name and post office address of the incorporators and the number of shares of stock subscribed for by each are as follows:

NAME	ADDRESS	SHARES
Donald R. Hebert	3225 Cahaba Valley Road Pelham, Alabama 35124	500
Joseph M. Greenwood	3225 Cahaba Valley Road Pelham, Alabama 35124	500

ARTICLE VIII - Directors

The number of directors constituting the initial Board of Directors of the Corporation is Three, and the names and addresses of those persons are as follows:

NAME	ADDRESS
Donald R. Hebert	3225 Cahaba Valley Road Pelham, Alabama 35124
Joseph M. Greenwood	3225 Cahaba Valley Road Pelham, Alabama 35124

H. Wayne Burnett

3800 Colonnade Parkway
Birmingham, Alabama 35243

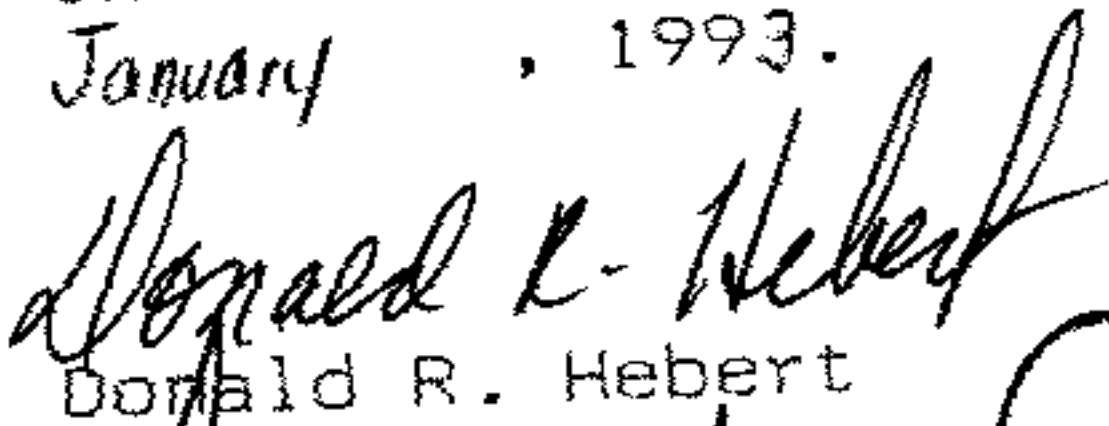
ARTICLE IX - Amendment

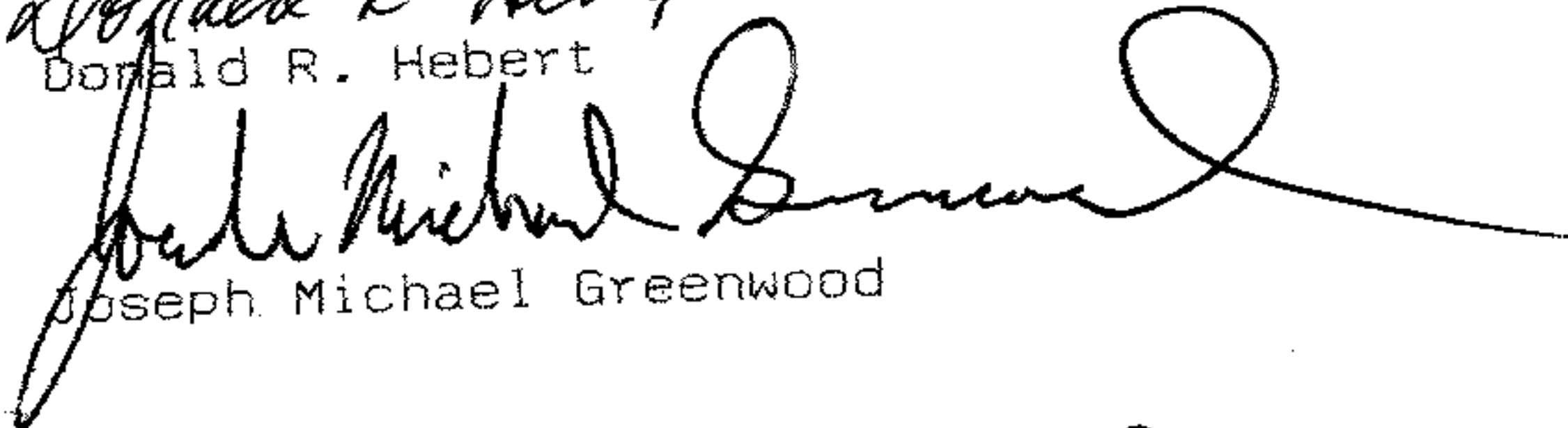
The corporation reserves the right to amend, add to, or repeal any provision contained in this certificate of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the by-laws.

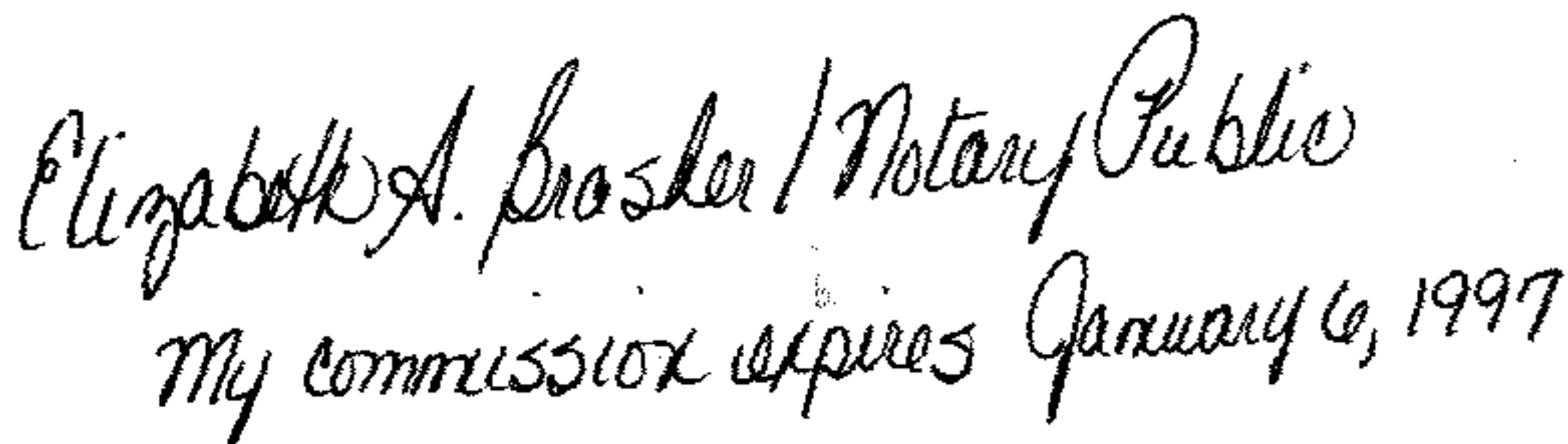
ARTICLE X - Other Provisions

The date on which the stockholders annual meeting shall be held, the number of directors and their terms of office, and the terms of office of the officers, and their powers and duties, shall be fixed by the by-laws of the corporation. Other officers than those named herein may be created in the by-laws and filled by the board of directors. The corporation shall have the power to make by-laws for the regulation and government of the corporation, it's agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the state of Alabama.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation this the 6th day of January, 1993.


Donald R. Hebert


Joseph Michael Greenwood


Elizabeth A. Prosser / Notary Public
My commission expires January 6, 1997

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:

Primary Electrical Supply Corporation

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mike Greenwood, 3225 Cahaba Valley Road, Pelham, AL 35124 for a period of one hundred twenty days beginning November 30, 1992 and expiring March 31, 1993.



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.

November 30, 1992

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

PRIMARY ELECTRICAL SUPPLY CORPORATION, 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 PRIMARY ELECTRICAL SUPPLY CORPORATION, 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 PRIMARY ELECTRICAL SUPPLY CORPORATION, INC, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of JANUARY, 19 93.

Thomas A. Snowden, Jr.

Judge of Probate

Inst. # 1993-01200

01/13/1993-01200
01:37 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
007 MCD 88.00

