

ARTICLES OF INCORPORATION  
OF  
INCO, INC.

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

The undersigned, acting as Incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Corporate Name

The name of the corporation is Inco, Inc. and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

ARTICLE II

Authorized Shares

The maximum number of shares which the corporation is authorized to have outstanding is 1,000 shares, all of which shall be common shares without par value.

ARTICLE III

Registered Office and Agent

The registered office of the corporation is at ~~1025 23rd~~ Street South, Birmingham, Alabama, ~~35205~~. The registered agent at that address is ~~Robert A. Webb~~ *Browne G. Linder*  
*Columbiana Al. 35051*

ARTICLE IV

Incorporator

Browne G. Linder of P.O. Box 499, Columbiana, Alabama, 35051, is the Incorporator of the corporation.

ARTICLE V

Initial Directors

The number of directors constituting the initial Board of Directors of the corporation is 1, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall duly qualify are:

12/27/1995-36969  
03:28 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
007 MCD 90.00

st # 1995-36969

Browne G. Linder

P.O. Box 499  
Columbiana, AL 35051

## ARTICLE VI

### Purposes

The purpose for which the corporation is formed are:

a. To acquire real estate, securities and other investment property.

b. To provide management consulting services.

c. To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the corporation, or in the business, financing or welfare of which the corporation shall have any interest; and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of the foregoing, and to guarantee by endorsement or otherwise the payment of the principal of, or interest or dividends on, any such security of the foregoing; and generally to do any acts or things designed to protect, preserve, or improve or enhance the value of any such property.

d. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of, and to invest, trade or deal in, real and personal property of every kind and description or any interest therein.

e. To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever throughout the world, and to do all things incidental to any such business.

f. To acquire all or any part of the securities, goodwill, rights, property or assets of all kinds, to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to pay for the same cash, stocks, bonds, debentures, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any

business so acquired.

g. To have one or more offices and to conduct any or all of its operation and business and to promote its objects, within or without the State of Alabama, without restriction as to place or amount.

h. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, located in or organized under the law of any authority in any part of the world, in the carrying on of any business which the corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

i. To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

j. To lend money, either without any collateral security or on the security of real or personal property, and to enter into, make, perform, and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, governmental, municipal or public authority, domestic or foreign or others.

k. To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, pledge, lease, sell, assign or otherwise dispose of formulas, secret processes, distinctive marks, improvements, processes, trade names, trademarks, copyrights, patents, licenses, conclusions and the like, whether used in connection with or secured under letters of patent or issued by any country or authority, or otherwise;

and to issue, exercise, develop and grant licenses in respect thereof or otherwise turn the same to account.

l. To make any guaranty respecting securities, indebtedness, dividends, interest, contracts or other obligations so far as the same may be permitted to be done by a corporation organized under the laws of the State of Alabama.

m. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, provided the same not be forbidden by the laws of the State of Alabama.

n. In general, to carry on any business and to have and exercise all of the powers conferred by the laws for the State of Alabama upon corporations formed thereunder; and to do any and all of the acts and things herein set forth to the same extent as natural persons could do, and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in syndicate, partnership, association or corporation, governmental, municipal or public authority, domestic, or foreign; to establish and maintain offices and agencies and to exercise all or any part of its corporate powers and rights throughout the world.

o. To exercise all powers now granted, or which in the future may be granted, by the Alabama Business Corporation Act to corporations formed thereunder, subject to any limitation imposed or any provision of any other statute of the State of Alabama.

## ARTICLE VII

### By-Laws

The conduct of the business and the affairs of the corporation shall be governed and regulated by its By-Laws. The Board of Directors is expressly authorized to alter, amend, or repeal the By-Laws of the corporation, without any action on the part of the shareholders; but the By-Laws so altered, amended or repealed by the directors and the powers so conferred may be altered, amended or repealed by the shareholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration, amendment, or repeal by the shareholders be included in the notice of such special meeting of the shareholders.

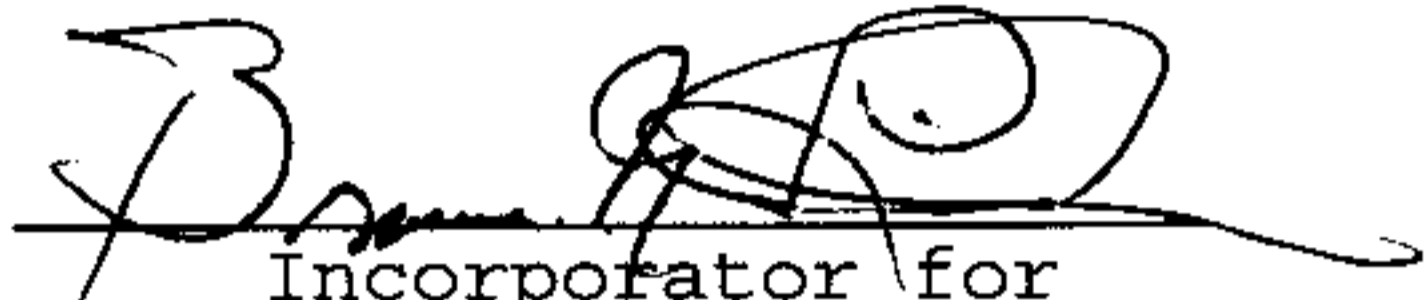
## ARTICLE VIII

### Management

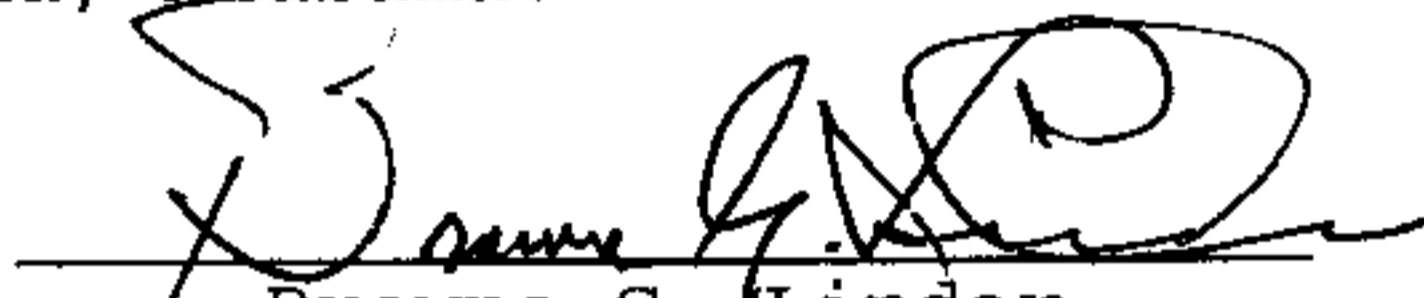
The management of the business of the corporation shall be vested in the Board of Directors, who, in addition to the powers and authorities granted by the By-Laws, the Statutes of Alabama, or otherwise expressly conferred upon them, are hereby empowered

to exercise all such powers and do all such acts and things as may be exercised or done by the corporation which are not by Statute or the By-Laws of the corporation directed or required to be exercised or done by the shareholders, or by the corporation in a general meeting; subject, however, to the provisions of the Code of Alabama, these Articles of Incorporation, the By-Laws of the corporation and to any resolution from time to time made by the corporation in a general meeting, provided that no resolution or By-Laws so made shall invalidate any prior act of the Directors which would have been valid if such By-Laws had not been made or if such resolution had not been adopted.

Dated this 26 day of December, 1995.

  
Incorporator for  
Inco, Inc.

IN WITNESS WHEREOF, I have subscribed my name, this 26  
day of December 1995 at Columbiana, Alabama.

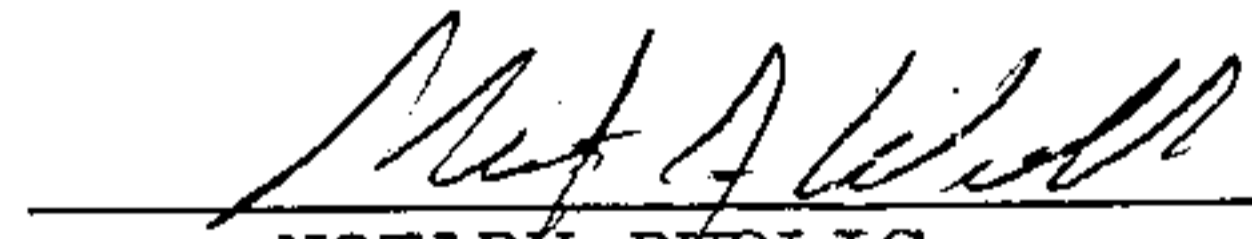
  
Browne G. Linder

  
Witness

STATE OF ALABAMA)  
SHELBY COUNTY)

I the undersigned Notary Public, in and for said county and State, hereby certify that Browne G. Linder whose name is signed to the foregoing Articles of Incorporation of Inco, Inc., and who is known to me to be the party to the same, acknowledged before me on this day, being informed of the contents of said Articles of Incorporation; he executed the same voluntarily on the date same bears date and said Articles are the act and deed of the signors and the facts stated therein are true.

GIVEN under my hand and seal this 26 day of December  
1995.

  
NOTARY PUBLIC  
My Commission Expires  
8/30/99

# STATE OF ALABAMA

I, **Jim Bennett**, 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 10-2B-4.02, 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:

Inco, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert Webb, 1025 23rd Street South, Birmingham, AL 35205 for a period of one hundred twenty days beginning December 13, 1995 and expiring April 12, 1996.

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.

December 13, 1995

Date



Jim Bennett

Secretary of State

Inst # 1995-36969

12/27/1995-36969  
03:28 PM CERTIFIED  
SHELBY COUNTY JUDGE 98.00 PROBATE