

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF INCORPORATION
OF
TKM COMMUNICATIONS, INC. . . .**

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

FIRST: The name of the corporation is TKM Communications, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

(a) To engage in sales, publication and distribution of magazines and other services of every nature, kind and character, which a corporation may legally render;

(b) To engage in any industrial, manufacturing, mining, merchantable, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(c) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof.

(f) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and,

(g) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock of the par value of One Dollar (\$1.00) per share.

FIFTH: The address of the initial registered office of the corporation is 2166 Hwy 31 S., Suite 6, Pelham, AL 35214, and the name of its initial registered agent at such address is Brig T. Bearden.

SIXTH: The number of directors of the Corporation shall be not less than one (1) nor more than two (2) and shall be set each year by the shareholders at the annual meeting of shareholders. The number of directors constituting the initial board of directors of the corporation is two (2) and the name and address of the people who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Brig T. Bearden	1230 Lake Forest Circle, Birmingham, AL 35244
Tina S. Bearden	1230 Lake Forest Circle, Birmingham, AL 35244

SEVENTH: The name and address of each incorporator is:


<u>Name</u>	<u>Address</u>
Brig T. Bearden	1230 Lake Forest Circle, Birmingham, AL 35244
Tina S. Bearden	1230 Lake Forest Circle, Birmingham, AL 35244

EIGHTH: No shareholder of the corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the corporation which it may issue, or sell, whether out of the

number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

Dated, April 16, 1997.


Brig T. Bearden


Tina S. Bearden

This instrument prepared by:

J. D. Duke, Esq.
Wallace, Jordan, Ratliff & Brandt, L.L.C.
2000 SouthBridge Parkway, Suite 525
Birmingham, Alabama 35209
(205) 870-0555

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:

TKM Communications, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Joey Duke, 2000 A Southbridge Pkwy Ste 525, Birmingham, AL 35209 for a period of one hundred twenty days beginning March 25, 1997 and expiring July 24, 1997.

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.

March 25, 1997

Date



Jim Bennett

A handwritten signature in cursive script that reads "Jim Bennett".

Secretary of State

Inst # 1997-11673

04/16/1997-11673
09:10 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MEL 90.00