

ARTICLES OF INCORPORATION

OF

ALABAMA BARTER EXCHANGE, INC

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

Inst # 1997-30804

The undersigned JUDITH K. RHOADS, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ALABAMA BARTER EXCHANGE, INC..

SECOND: The period for duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

CONDUCTING BUSINESS WITH BUSINESSES , PERSONS AND ENTITIES IN BARTER EXCHANGE TRANSACTIONS AND USING TRADE\EXCHANGE DOLLARS IN LIEU OF CASH. TO CONDUCT ANY OTHER LAWFUL BUSINESS RELATED TO BARTER EXCHANGE.

To render to other, and to engage in the business or rendering to other, consulting, advisory, administrative, industrial engineering, accounting bookkeeping and other services of every nature, kind and character, enter similar or dissimilar to those hereinabove set forth, which a corporation may legally render.

To purchase, lease, exchange, take, receiver otherwise acquire, all, or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, corporation, country, state, count, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part of combination thereof in cash, in shares of

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stock, bonds, or other securities or evidences of obligations or indebtedness of this corporation or of any other corporation, by undersigned, agency, authority or instrumentality; to pay for the same or any part of combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligations or indebtedness of this corporation or of any other corporation, by under, operated, manage, improve, repair reorganize or otherwise have an interest in or deal with all, or any part of, or any interest, in such properties, assets, business, good will and rights, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest, in such properties, assets, business, good will and rights, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business good will and rights, and in conjunction with any of the foregoing to undertake, assume or guarantee, the whole or any part of the bonds, mortgage, franchise, lease, contract, indebtedness, guarantee, liabilities and obligations of the transferor.

To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take, receive or otherwise acquired, to own, hold use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant license in respect of, mortgage, pledge, hypothecate, distributed or otherwise deal in and dispose of, to contract with reference to, any and all inventions, devises, formulate, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof, or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provided that the Corporation shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Alabama Business Corporation Act, or this Certificate of

Incorporation and provided that the Corporation shall not vote, directly or indirectly, shares of its own stock except as provided by said Act.

To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.

To act as agent, representative or receiver of any person, firm, corporation, county, state, country, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.

To borrow or raise money, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments, and evidences of obligations or indebtedness; and to secure the payment and full performance of such by mortgage on, or pledge, conveyance, or assignment in trust of, all of any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

To guarantee the obligations of, and to lend its aid and credit to, aid persons, firms, corporations, countries, states, counties, municipalities, or other governmental units, departments, divisions, agencies, authorities, or instrumentalities, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

To enter into with any one or more persons, firms, corporations, countries, state, countries, municipalities or governmental units, departments, divisions, agencies, authorities or

instrumentalities (1) any lawful arrangement from sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any joint venture or limited partnership.

To carry out any or all of these objects and purposes specified in this paragraph as principal or agent and along or with one or more person, firm, corporations, countries, states, counties, municipalities or government units, departments, divisions, agencies, authorities or instrumentalities, and to execute from time to time such general or special powers of attorney as it may determine, granting such powers, as it may deem proper, and to revoke such powers of attorney as and when it may desire.

In addition to the objects aforesaid, the corporation shall have the power to conduct and carry on any business or activity associated with the above described activities of said corporation.

To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any persons, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, governmental, governmental subdivision or body politic for the purpose of carrying on the functions described in the Paragraphs hereinabove.

To have one or more offices to carry on all of its operations and business without restriction or limit as to amount in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries subject to the laws of such state, district, territory, possession, colony or country.

To carry on any other business in connection with the foregoing.

To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation to the same extent as natural persons might do in connection with the foregoing.

To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation to the same extent as natural persons might and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors and stockholders thereof, all 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. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares at par value of One dollar (\$1.00) per share.

FIFTH: Provisions granting preemptive rights are: None.

SIXTH: Provisions for regulating the internal affairs of the corporation are: None (any such regulation shall be provided in the by-laws of the corporation).

SEVENTH: The address of the initial registered office of the corporation is, 107 E.
35244
DAVID GREEN RD. BIRMINGHAM, ALABAMA and the name of its initial registered agent
at such address is JUDITH K. RHOADS

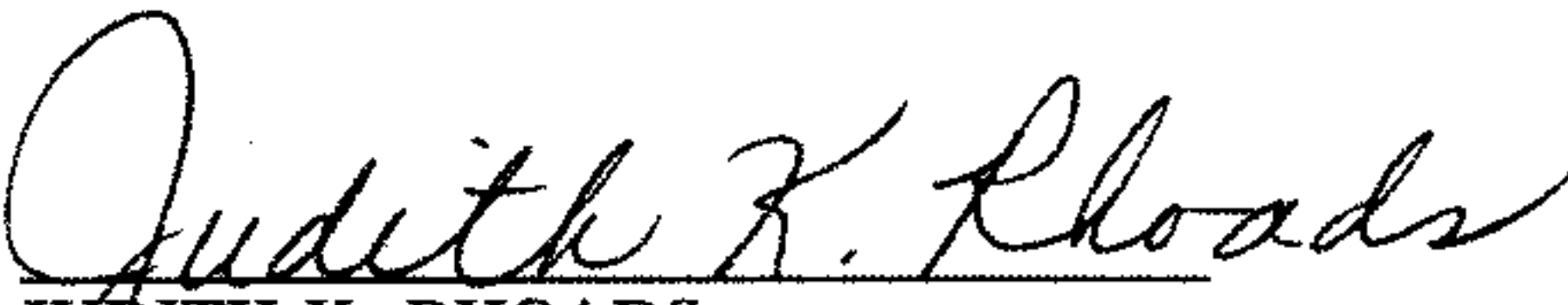
EIGHTH: The number of directors constituting the initial Board of Directors of the
corporation is one (1), but the number of the Board of Directors may be increased at any time
by a vote of the Board of Directors at a regular or called meeting in accordance with the by-laws
of the corporation, and the name and address of the person who is to serve as Director until the
first annual meeting of shareholders or until his successor(s) is (are) elected and shall qualify is:

JUDITH K. THOADS
119 CREDEN PLACE ALABASTER, ALA. 35007

The name and address of each incorporator is:

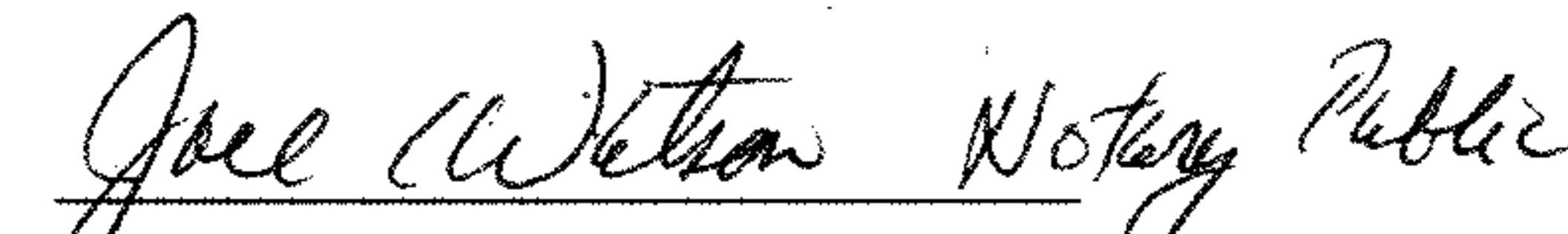
JUDITH K. RHOADS
119 CREDEN PLACE ALABASTER, ALA. 35007

Dated this the 16 day of September 1997.


JUDITH K. RHOADS

STATE OF ALABAMA)
SHELBY COUNTY)

Before me the undersigned, a Notary Public in and for said County and State hereby
certify that JUDITH K. RHOADS whose name as incorporator for ALABAMA BARTER
EXCHANGE, INC. is known to me, acknowledged before me on this day that, being informed
of the contents of said document that she is signing as President.


Commission expires 10/6/2000

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:

Alabama Barter Exchange, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Joel C Watson, PO Box 987, Alabaster, AL 35007 for a period of one hundred twenty days beginning September 10, 1997 and expiring January 9, 1998.

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.

September 10, 1997

Date



Jim Bennett

Secretary of State



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