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PREPARED BY: ROBERT C. LEDBETTER, ATTORNEY AT LAW
ADDRESS: 2140 11TH AVE. S., SUITE 410, BIRMINGHAM, ALABAMA 35205

ARTICLES OF INCORPORATION

OF

SmartArt South, Inc.

KNOWN ALL MEN BY THESE PRESENTS, that we, the undersigned, desiring to become a body corporate for the purposes hereinafter stated, under and pursuant to the provisions of the Alabama Business Corporation Act of 1981, as amended, do hereby certify as follows:

ARTICLE I

NAME

The name of the corporation shall be:

SmartArt South, Inc.

ARTICLE II

The nature of the business and objects for which this corporation is formed are as follows:

- (a) To conduct a general advertising, press agency, publicity and consultants business all as principal and agents using marketing and advertising concepts including the preparation, typesetting, illustration, photography, drawings, arrangement and printing of advertisements; to , and the manufacture and construction of advertising devices and novelties; to erect, construct, purchase, lease or otherwise acquire fences, billboards, signboards, buildings and other structures suitable for advertising purposes; business or printers, publishers, binders, and decorators in connection with advertising business; to design, prepare, circulate, distribute and display printed materials, cards, signs, posters, hand bills, programs, banners and flags to be placed in and on street cars, taxicabs, buses, and any and all kinds of conveyances used for passengers or for any other purpose; to use, place and display moveable or changeable signs, cards, pictures, designs, mottoes, etc., operated by clock work, electricity or any other power; to advertise in the air by airplanes, steamers, sky writing and

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other similar and dissimilar operations; to supervise the preparation and production of television, radio and moving picture advertisements and publicity devices; and to make and carry out contracts of every kind and character that may be proper, incidental or conducive to the accomplishment of such purposes.

- (b) To deal in stocks, bonds, commercial paper, mortgages, and other securities; to manage estates and properties, including the buying, selling, leasing, improving, dealing in lands, and the construction and selling of buildings; and all incidentals connected therewith or in anywise related thereto; to hold, own, or operate under such state or governmental licenses as may be necessary for the proper conduct of any of the businesses in which the corporation may engage in any state of the United States.
- (c) To enter into, make and perform contracts, and agreements of every kind for any lawful purpose, and with any person, firm, corporation, municipality, or political body, whether related to the above described businesses or not; and generally to carry on any and every lawful business which a corporation is permitted to do.
- (d) To purchase, acquire, hold, own, mortgage, sell, convey, lease or otherwise deal in real and personal property of every class and description in any state, district, territory, colony or foreign country, subject to the laws of such state, district, territory, colony or foreign country.
- (e) In furtherance and not in limitation of the aforesaid objects, to carry on any lawful business and to do anything convenient in connection with the carrying on of such business; and to do business without any restrictions in any legal business in the State of Alabama, or any other state of the United States.
- (f) To do anywhere within or without the State of Alabama any or all of these enumerated things and anything necessary, suitable, convenient or proper in the accomplishment of any of these or anything incidental thereto or anything which shall at any time appear desirable for the protection or benefit of the corporation.

ARTICLE III

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial registered office of the corporation is 2172 Pelham Parkway, Suite 205, Pelham,

Shelby County, Alabama, and the name of the initial registered agent at such address is **Jennifer Harris**. The corporation may maintain such other offices elsewhere, within or without the State of Alabama, as its Board of Directors may from time to time determine.

ARTICLE VI

CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue shall be One Thousand (1,000) Shares of the par value of One Dollar (\$1.00) per share.

ARTICLE V

INCORPORATORS

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

Jennifer Harris	102 Cobblestone Terrace Pelham, AL 35124	1000
Christopher Lee Harris	102 Cobblestone Terrace Pelham, AL 35124	-0-

ARTICLE VI

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Jennifer Harris	102 Cobblestone Terrace Pelham, AL 35124
Christopher Lee Harris	102 Cobblestone Terrace Pelham, AL 35124

ARTICLE VII

OFFICERS

The names and post office addresses of the Officers of the corporation, chosen for the first year are as follows:

Jennifer Harris	102 Cobblestone Terrace Pelham, AL 35124	President
Christopher Lee Harris	102 Cobblestone Terrace Birmingham, AL	Secretary/ Treasurer

ARTICLE VIII

DURATION

The duration of the corporation shall be perpetual.

ARTICLE IX

The stockholders shall not be personally liable for the payment of the corporation's debts and obligations to any extent whatsoever.

ARTICLE X

BY-LAWS

The corporate powers of the corporation shall be exercised by the Board of Directors, except as otherwise provided by law. The date on which the Directors' meetings shall be held, the number of Directors and their terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the by-laws of the corporation. Other offices and those named herein may be created by the by-laws of the corporation and filled by the Board of Directors. The corporation shall have power to make by-laws for the regulation and government of the corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama.

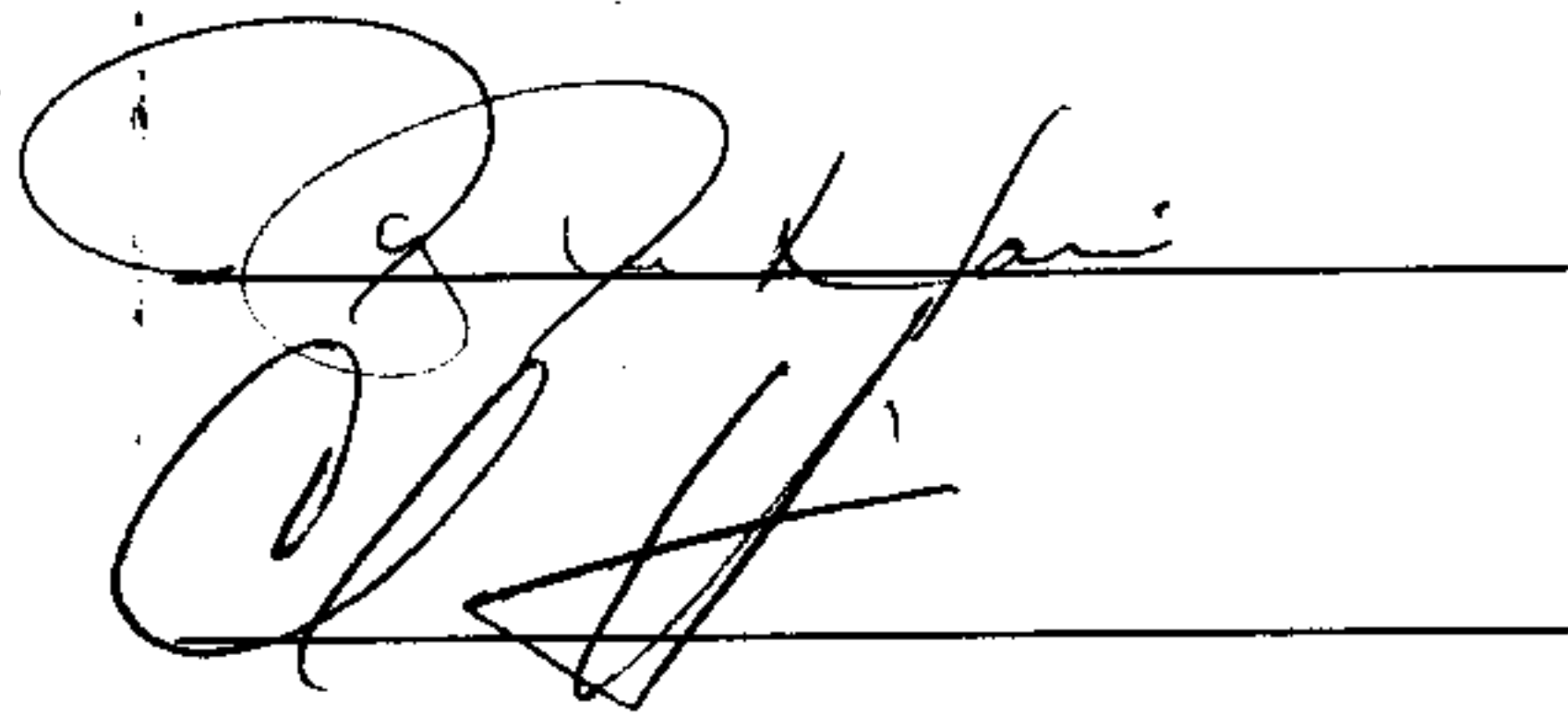
ARTICLE XI

The corporation reserves the right to create any preferred or special class of stock and bonds and to amend or repeal any provisions contained in the certificate of incorporation or any amendment thereof, in the manner now or hereafter provided by the laws of the State of Alabama. All rights of the stockholders of the corporation are created subject to the aforementioned reservations.

ARTICLE XII

This corporation shall have the right to purchase shares of its own capital stock from time to time in such amounts and at such price as may be fixed by the Board of Directors at that time acting; and may either retire such stock so acquired or hold the same as treasury stock subject to later reissue, as the said Board of Directors may desire.

IN WITNESS WHEREOF, the undersigned incorporators has hereunto subscribed their signature to this Certificate of Incorporation, this 20th day of February, 1998.



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:

~~SmartArt, Inc.~~

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jennifer Harris, PO Box 36303, Birmingham, AL 35236 for a period of one hundred twenty days beginning November 4, 1997 and expiring March 5, 1998.

SmartArt South, Inc.

Name Correction made February 19, 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.

November 4, 1997

Date

Jim Bennett

Jim Bennett

Secretary of State

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