

**ARTICLES OF INCORPORATION
OF
CUSTOM MAINTENANCE, INC.
AN ALABAMA CLOSE CORPORATION**

11/05/1998-43777

02:22 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

010 CRH

90.00

The undersigned, desiring to form a corporation pursuant of the laws of the State of Alabama and acting as incorporator(s) of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation.

I

The name of the Corporation shall be Custom Maintenance, Inc.

II

This corporation shall be a close corporation as authorized by Alabama Code Title 10-2A-30 et seq.

III

The address of the initial registered office of the Corporation is 921 Stone Crest Drive, Birmingham, Alabama, 35242 and the name of its initial registered agent at such address is Chris B. Anderton.

IV

(a) The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act including but not limited to lawn maintenance and ground restoration.

(b) In furtherance, but not in limitation of the aforesaid purposes of this Corporation and without limitations of the powers conferred by statute or general rules of law, this Corporation shall have the following powers in addition to others now or hereafter conferred by law:

(i) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire and deal in real and personal property of any interest therein of any kind or character, wherever situated.

(ii) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, exchange or otherwise dispose of, and invest trade and deal in and with goods, wares, and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this Corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise, stores, commissaries and all other installations or establishments of whatever character or

Inst # 1998-43777

description' together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(iii) To apply for, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage, or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license power, authority, concession, franchise, letters patent of the United States or any foreign country patent rights, processes, formula, know how

methods, copyrights, trademarks, tradenames, or any other right to privilege and to grant license or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

(iv) To acquire and pay for in cash bonds or stock of this corporation or otherwise the goodwill, rights, assets and properties of any person, firm, partnership, association, trust estate or corporation and to undertake, assume or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation and to undertake, assume or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations corporation; to hold or in any manner dispose of the whole or any part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(v) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks bonds, debentures, obligations, evidence of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision of instrumentality of any of the foregoing or by any person or individual, partnership, firm, association, trust investment company, corporation or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidence of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages, or other securities, the stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation and this corporation shall have the

express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interest, mortgage or securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person, may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises whether or not the exercise of such rights of ownership involves the conduct, management, participation of ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property with or to persons other than the board of directors of the corporation.

(vi) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by the way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(vii) To draw, make, accept, endorse, discount, excuse and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferrable instruments.

(viii) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(ix) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(x) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations, or the payment of dividends or the redemption of purchase price or liquidation rights of any stock of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(xi) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(xii) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration with

any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(xiii) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(xiv) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or corporation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this corporation with or to persons other than this corporation's board of directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(xv) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(xvi) To enter into any plan or project for the assistance and welfare of its directors, officers or employees, to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers and employees.

(xvii) Subject to the limitations and restrictions imposed by Alabama Law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to make a party to any threatened, pending or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, including appeals and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) and

if such action is not by or in the right of the corporation judgment, fines, and amount paid in settlement reasonably incurred by him or her in connection with the defense or settlement of such claims, action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and to purchase and maintain insurance on behalf of any such person who or was a director, officer, employee or agent of this corporation or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(xviii) To make donations for the public welfare or for charitable, scientific or educational purposes.

(xix) To transact any lawful business which the board of directors find to be in aid of governmental policy.

(xx) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

V

The corporation shall have the authority to issue one thousand shares of common stock at \$1.00 (one dollar) per share par value.

VI

All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than 30 persons. For the purpose of determining the number of holders of records of the stock of this close corporation, stock which is held in join or common tenancy or by the entireties shall be treated as held by one shareholder.

VII

The name and post office address of the officer or agent designated by the corporation to receive subscriptions to the capital stock is Chris B. Anderton whose address 921 Stone Crest Drive, Birmingham, Alabama, 35242.

VIII

The names and post office addresses of the incorporators are as follows:

Chris 'B. Anderton; 921 Stone Crest Drive, Birmingham,
Alabama, 35242.

Ken Holston; P.O.Box 584, Harpersville, Alabama, 35078.

IX

The duration of the corporation shall be perpetual.

X

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

Chris B. Anderton; 921 Stone Crest Drive, Birmingham,
Alabama, 35242.

Ken Holston; P.O.Box 584, Harpersville, Alabama, 35078.

XI

That any share authorized and issued by the corporation may be subject to any Agreement among the shareholders to restrict transfer of said share in accordance with the provisions of said agreement, except as prohibited by law.

XII

The power to manage and control the corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the corporation.

XIII

No contract or other transaction between the corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this corporation and no contract at or transaction of this corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in said contract.

XIV

(1) Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her or its name at any and all meetings of the stockholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

(2) Except as may otherwise be provided by the Shareholders, no holder of any shares of stock of the corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

(3) The holders of the initial stock shall be:

Chris B. Anderton; 921 Stone Crest Drive, Birmingham, Alabama, 35242.

Ken Holston; P.O.Box 584, Harpersville, Alabama, 35078.

XV

Holders of common stock shall not transfer said stock in a manner that would jeopardize the corporation status as electing a small business corporation, as defined by Title 10-2A-30 et seq. of the Code of Alabama with reference to election as a close corporation. Any such transaction is null and void.

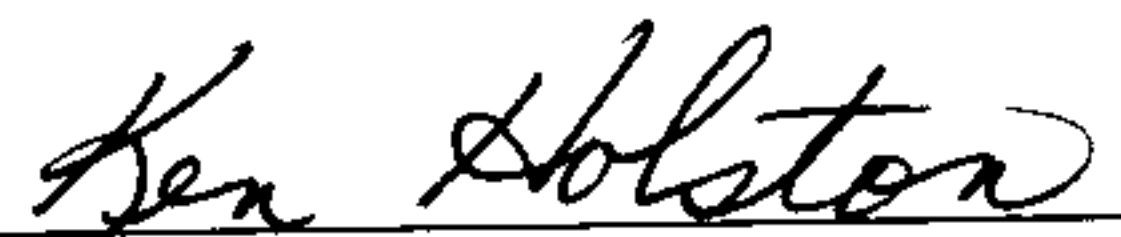
XVI

This corporation may be dissolved at the request of 50% of the shareholders.

IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama do make, file and record these Articles of Incorporation and do certify that the facts herein stated are true and we have, accordingly, hereunto set our respective hands and seals on the date set out below.

DONE THIS THE 3rd DAY OF November, 1998.


Chris B. Anderton


Ken Holston

STATE OF ALABAMA)

JEFFERSON COUNTY)

BE IT REMEMBERED, that on this the 3rd day of November, 1998, personally appeared Chris B. Anderton and Ken Holston before, the undersigned authority, in and for said County, in said State, who are known to me, and I having first made known to each of them the contents of the above Articles of Incorporation, they did severally acknowledge that they signed, sealed and delivered the same voluntarily and deposed the facts therein stated were true and correct.

Denise Alexander
NOTARY PUBLIC

my commission expires: 2/16/2001.

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:

Custom Maintenance, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Dennis W. Jacobs P.C., 1905 14th Avenue South, Birmingham, AL 35203 for a period of one hundred twenty days beginning October 23, 1998 and expiring February 21, 1999.

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.



October 23, 1998
Date

Jim Bennett

Jim Bennett

Secretary of State

Inst # 1998-43777
11/03/1998-43777
02:22 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
010 CRH 90.00