

ARTICLES OF INCORPORATION

OF

BASS & ASSOCIATES, INC.

The undersigned for the purposes of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is BASS & ASSOCIATES, Inc.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under Sec. 10-2A-1, et seq., of the Code of Alabama.

ARTICLE FOUR

CAPITAL STOCK

The total authorized capital stock shall be One Thousand (\$1,000.00) Dollars, consisting of One Thousand (1,000) shares of common stock of par value of (\$1.00) Dollar per share. All stock shall be common stock and non-assessable.

Inst # 1999-49446

12/07/1999-49446
11:02 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 CJ1 90.00

ARTICLE FIVE

NAME OF INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Bass & Associates
2700 Pelham Parkway
Pelham, Alabama 35124

ARTICLE SIX

LOCATION OF INITIAL REGISTERED OFFICE

The location of the initial registered office of the corporation is:

2700 Pelham Parkway
Pelham, Alabama 35124

ARTICLE SEVEN

DIRECTORS

The corporation shall operate with no less than two (2) directors. The names and address of the initial Board of Directors who shall serve until predecessors have been elected are as follows:

Rodger D. Bass
2700 Pelham Parkway
Pelham, Alabama 35124

Debbie Bass
2700 Pelham Parkway
Pelham, Alabama 35124

ARTICLE EIGHT

OFFICERS

The name and address of the initial Officers who shall serve until predecessors have been elected are as follows:

Rodger D. Bass, PRESIDENT
2700 Pelham Parkway
Pelham, Alabama 35124

Debbie Bass, VICE PRESIDENT
2700 Pelham Parkway
Pelham, Alabama 35124

Rodger D. Bass, SECRETARY
2700 Pelham Parkway
Pelham, Alabama 35124

ARTICLE NINE

INCORPORATIONS

The name and address of the incorporator of the corporation is as follows:

NAME & ADDRESS	NO. OF SHARES	AMOUNT
Rodger D. Bass 2700 Pelham Parkway Pelham, Alabama 35124	900	\$900.00
Debbie Bass 2700 Pelham Parkway Pelham, Alabama 35124	100	\$100.00

ARTICLE TEN


ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders or of any committee thereof, may be taken without meeting with the written consent thereto as signed by all the members of the Board of Directors or of the stockholders or of the committee, if applicable, and if such consent is filed with the minutes of the proceedings of the Board of Directors, the stockholders or the committee, whichever is applicable.

ARTICLE ELEVEN

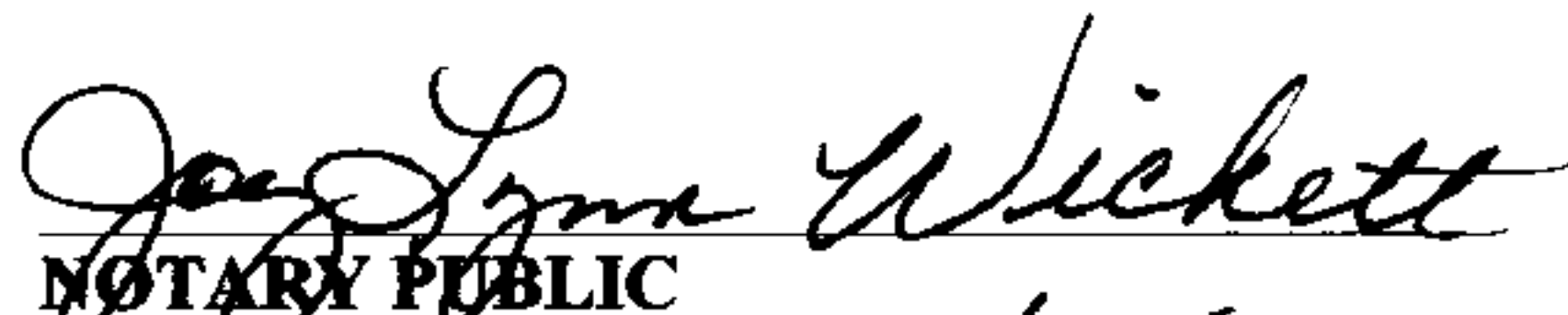
MISCELLANEOUS

Attached hereto as Exhibit "A" is the statement under oath of Rodger D. Bass, the person designated herein as agent to receive subscriptions for capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed for and paid in. I, the undersigned, being the incorporator, has subscribed my name this the 1st day of December, 1999.


Rodger D. Bass

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County and State at Large, hereby certify that Rodger D. Bass, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation he has executed the same voluntarily on the day the same bears date. Given under my hand and seal this the 1st day of December, 1999.


NOTARY PUBLIC
My Commission Expires: 1/16/2001

THIS INSTRUMENT WAS PREPARED BY:


RODGER D. BASS
ATTORNEY AT LAW
P. O. BOX 430
PELHAM, ALABAMA 35124
(205) 663-7000

Exhibit "A"

SUBSCRIPTION LIST

I, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite our respective names, or the capital stock of Bass & Associates, a corporation organized under the laws of the State of Alabama.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Rodger D. Bass	900	\$900.00
Debbie Bass	100	\$100.00



Rodger D. Bass

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned, a Notary Public, in and for said State of Alabama at Large personally appeared Rodger D. Bass, who is known to me and who being by me first duly sworn deposes and says that he is the person designated by the incorporator of Bass & Associates, subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporator thereof, that the said incorporator has paid in full for such shares of stocks set opposite his respective name on said subscription list in the manner therein described.


RODGER D. BASS

Sworn to and subscribed to before me on this the 1st day of December, 1999, witness my hand and seal of office.


NOTARY PUBLIC
My commission expires: 1/16/2001

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:

Bass & Associates, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Rodger D Bass, PO Box 430, Pelham, AL 35124 for a period of one hundred twenty days beginning September 30, 1999 and expiring January 29, 2000.



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 30, 1999
Date

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

Jim Bennett

Secretary of State

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