

**Articles of Incorporation
of
Bennett Equipment Rental, Inc.**

The under signed, acting as incorporate of a corporation under the laws of the State of Alabama, adopts the following Articles of Incorporation for such corporation.

- 1.) The name of the corporation is: **Bennett Equipment Rental, Inc.**
- 2.) The period of its duration is perpetual
- 3.) The purposes or purposes for which the corporation is organized are:
 - a) To engage in the business of general contracting, including the purchase of land, the erection of buildings and installations, all forms of excavating and foundation work, the construction or repair of railroads, bridges, to perform all types of work incidental to construction, erecting and dismantling normally preformed by the construction contracting industry and in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.
 - b) The transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.
 - c) 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, real property of any kind, class, interest, or type, where so ever situated, and to exercise carry out and enjoy any license, power, authority, concession right or privilege which ant corporation make or grant.
 - d) To manufacture purchase or otherwise acquire, and to hold own mortgage, Pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated, and to own and operate manufacturing plants, mine factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.
 - e) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign county, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyright, trademarks and trade names, know how and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation.

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f) To engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by-products derived therefrom.

g) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country 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 so, subject to the limitations, if any on, such rights now or hereafter provided by the laws of Alabama.

h) To enter into make and perform contracts of every kind for any lawful purpose without limits to amount, with any person, firm, association, partnership, limited partnership corporation, municipality, county, state, territory, government, governmental subdivision or body politic.

i) To acquire the good the good will, rights, assets, and properties and to undertake the whole or any part of the liabilities, of any person, firm, association, or corporation, to pay for the same in cash, the stock or other securities of the corporation, or otherwise to hold or in any manner dispose of, the whole or any part of the property 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.

j) 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 way of mortgage, pledge, and transfer, assignment or otherwise, of real and personal property of every nature and description, or by way of guaranty or otherwise.

k) To draw, make, accept, endorse, discount, execute and issue promissory notes drafts bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

l) To purchase by means of tender direct purchase, bids in the market or otherwise, take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, script or evidences of indebtedness or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same, provided that purchase of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus, and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement, or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the board of directors of the corporation or any committee authorized to exercise the powers of the board shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

m) To act as an agent, jobber, broker, or attorney in fact in buying, selling, dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages 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 interest in and claims affecting the same.

n) To purchase, take, redeem, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of its own shares of stock and its bonds, debentures, notes, script, or other securities or evidences of indebtedness, and to hold, sell, transfer, or reissue any thereof.

o) To enter into any plan or project for the assistance and welfare of its employees

p) To enter into any legal arrangement for sharing of profits, union of interest, Reciprocal concessions or personal, partnership, joint venture, or otherwise, with any organization, entity or other body whatsoever, domestic or foreign, caring on or proposing to carry on, or any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to caring out of any of the objects of this corporation.

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

r) To endorse, or otherwise guarantee, or become a surety with respect to, or Obligate itself for, or without becoming liable therefore nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, script, coupons, contracts or other obligations or evidence of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations or persons involves, and of relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation, or (C) in which the corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this corporation or, (E) in which any one or more persons who owns stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations or endorsement, guarantee or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

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

t) To do any and all of the things herein set out and such 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 or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercised and all such powers to the full extent authorized or permitted to a corporation under any laws may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase therefore, shall be constructed 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 shareholders 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 shall be constructed as authorizing this corporation to carry to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

4.) The total number of shares which the corporation shall have authority to issue shall be 1,000 shares of common stock of the par value of \$1.00 per share. Each shareholder may have his or her shares issued (A) in his or her individual name, or (B) in the names of two or more persons as joint tenants with right of survivorship and not as tenants in common or (C) as tenants in common.

4.) The name and principal office of the officer or agent designed by the incorporation to receive subscriptions to the shares of the corporation is:

**Jerry D. Bennett
98 Griffin Dr.
Helena, AL 35080**

6. a. The name and address of the incorporates are as follows:

Name	Address
Jerry D. Bennett	98 Griffin Dr. Helena, AL 35080
Cindy R. Bennett	98 Griffin Dr. Helena, AL 35080

**b. The initial Board of Directors shall consist of two (2) persons, the names
And addresses of the directors chosen to serve until the first annual meeting of the
Shareholders, or until their successors are elected and qualified are as follows:**

	Name of Officers	Address
President	Jerry D. Bennett	98 Griffin Dr. Helena, AL 35080
Vice President	Cindy R. Bennett	98 Griffin Dr. Helena, AL 35080

**7. The location and mailing address of the initial registered office of the corporation
in the State of Alabama are 98 Griffin Dr. Helena, AL 35080 and the name of its registered
agent at such address is: Jerry D. Bennett the post office address is 98 Griffin Dr. Helena
AL 35080.**

**8.a. This corporation may from time to time issue it shares for such consideration
(but not less than par if the shares have a par value) as may be fixed from time to time
by the board of directors and may receive payment thereof or in part, in money, labor or
services actually performed, personal property (tangible and intangible) or real property.**

**b. Neither promissory notes or services shall constitute payment or part payment
for the issuance of shares of a corporation.**

**12. So for as not otherwise expressly provided by the laws of the State of Alabama,
Corporation shall be entitled to treat the person or entity in whose name any share is
Registered as the owner thereof for all purposes and shall not be bound to recognize any
Equitable or other claim to or interest in said shares on the part of any person, whether or
Not the corporation shall have notice thereof.**

13. Any and every statute of the State of Alabama hereafter enacted whereby the rights powers and privileges of the shareholders of the corporations organized under the general laws of the State of Alabama are increased diminished or in any way effected, or whereby effect is given to the action taken by any part but less than all of the shareholders of any such corporation, shall apply to this corporation and to every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

14. by-laws

a. The By-laws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with any provision of the Articles of Incorporation, and not inconsistent with the laws of the State of Alabama.

b. The initial By-laws of the corporation shall be adopted by the Shareholders.

c. The By-laws of the corporation shall be subject to alteration, amendment or repeal, and new By-laws may be adopted by the affirmative vote of the majority of the majority of the board of directors, provided, however that the board of directors may not alter, amend, or repeal any By-law establishing what constitutes a quorum at shareholders meetings.

d. No amendment decreasing the number of directors shall have the effect of Shortening the term of any incumbent director.

15. a. The corporate powers shall be exercised by the board of directors, except as otherwise provided by the statute or by these Articles of Incorporation.

b. In furtherance and not in limitation of the powers conferred by the statute, The board of directors is expressly authorized.

- i. To fix and determine the amount of working capital of the corporation.**
- ii. To determine whether any, and if any what part of any accumulated profits shall be declared and paid as dividends.**
- iii. To determine the date or dates for the declaration and payments of dividends.**
- iv. To direct and determine the use and disposition of any surplus or net profits over and above the stated capital paid in.**

The corporation may, in its By-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

16. Indemnification of Officers, Directors, Employees and Agents

a. Subject to the provisions of subsection (d) hereof, the corporation shall Indemnify and person who was or is a party, or is threatened to be made a party, to any Treatment, pending or completed claim, action, suit or proceeding whether civil, criminal, Administrative or investigative including appeals (other than an action by or in the right Of the corporation), by reason of the fact that he is or was a director, officer, employee Or agent of the corporation, or is or was serving the request of the corporation as a Director, officer, partner, employee or agent of another corporation, partnership, joint Venture, trust or other enterprise, against expenses) including attorneys' fees judgements, Fines and amounts paid in settlement actually and reasonably incurred by him in Connection with such action, suit or proceeding if he acted in good faith and in a manner He reasonably believes in or not opposed in the best interest of the corporation, and with Respect to any criminal action or proceeding, had no reasonable cause to believe his Conduct was unlawful. The termination of any action, suit to proceeding by judgement, Order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall Not, of itself, create a presumption that the person did not act in good faith and in a Manner which he reasonably believed to being or not opposed to the best interest of the

Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b. Subject to the provisions of subsection (d) hereof the corporation shall have power to indemnify any person who was or is a party, or is threatened to be main a party, to any threatened, pending to complete claim, action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action suit if he acted in good faith and in a manner he was reasonably believed to be in or not opposed to the best interest of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only tot he extent that the court which such person or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which court shall deem proper.

c. To the extent that a director, officer, employee or agent of the corporation Had been successful on the merits or otherwise in defense of any action, suit to proceeding Referred to in subsection (a) or (b) of this section, or in defense of any claim, issue or matter Therein, he shall be indemnified against expenses (including attorneys' fees) actually and Reasonably incurred by him in connection therewith, not with standing that he has not been Successful on any other claim issues or matters in any such action, suit or proceeding.

d. any indemnification under subsection (a) or (b) shall unless ordered by a court be made by the corporation only as authorized in the specific case upon a

determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (s) or (b) as the case may be. Such determination shall be made (1) by the board of directors by the majority of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect, such claim, action, or suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

e. Expenses (including attorneys fees) incurred in defending a civil or criminal The corporation in advance of the final may pay claim, action, suit or proceeding disposition of such claim, action suit or proceeding as authorized in the manner provided in proceeding subsection (d) upon receipt of an undertaking by or on behalf of the director, officer employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section.

f. The indemnification provided by this section shall not be deemed exclusive Of, and shall be in addition to, any other rights to which those indemnified may be entitled Under and statute, rule of law, provision in the corporation's certificate of incorporation, By-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director officer employee or agent and shall incur to the benefit of the heirs, executors and administrators of such a person.

g. The corporation shall have the power to purchase and maintain insurance Or behalf of any person who is or was a director, officer, employee, or agent or another Corporation, partnership joint venture trust or to another enterprise, against any liability Asserted against him and incurred by him in any such capacity, or arising out of his status

As such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

17. No contract or other transaction between this corporation and one or more of its directors or any other corporation and one or more of its directors or any other Corporation, firm, directors are present at the meeting of the board of directors or a Committee thereof which authorizes, approves or ratifies such contract or transaction, If the contract is fair and reasonable to the corporation and if either:

a. The fact of such relationship or interest is disclosed to the board of directors or Committee which authorizes, approves or ratifies the contract or transaction by a vote or Consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

b. The fact of such relationship or intersect is disclosed to the shareholders Entitled to vote and they authorize, approve or ratify such contract or transaction by vote Or written consent. Common or interested directors may not be counted in determining The presence of a quorum at a meeting of the board of directors or a committee thereof Which authorizes, approves or ratifies such contract or transition.

18. The corporation reserves the right to amend, alter change or repeal any Provisions contained in these Articles of Incorporation in the manner now or hereafter Provided by law, and all rights conferred upon officers, directors and shareholders herein Are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporates have hereunto Subscribed their signatures to these Articles of Incorporation this 6 day of Feb, 2001


Jerry D. Bennett


Cindy R. Bennett

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:

Bennett Equipment Rental, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jay Bennett, 3560 Independence Dr Ste 204, Homewood, AL 35209 for a period of one hundred twenty days beginning January 16, 2001 and expiring May 17, 2001.



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.

January 16, 2001

Date

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

Jim Bennett

Secretary of State

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