

**ARTICLES OF INCORPORATION
OF
FANT CONSULTING SERVICES, INC.**

STATE OF ALABAMA

SHELBY COUNTY

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

The undersigned, desiring to form a corporation under the laws of the State of Alabama, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be **FANT CONSULTING SERVICES, INC.**

ARTICLE II

PURPOSE

The purposes for which the Corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might or could do as partner, principal or agent, namely:

To transact any and all lawful business for which corporations may be incorporated under Title 10, Chapter 2B, Alabama Business Corporation Act, Code of Alabama, 1975, as amended, including, but not limited to acting as a business consultant to provide business counseling, contract negotiation, market research and public relations services, and, generally, to furnish, render, perform and provide all kinds and types of consulting services and personal services to business and industrial organizations, not specifically prohibited by statute or law.

Inst 2001-08161
03/08/2001-08161
08:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
011 CJ1 105.00

To acquire, and pay for, in cash, stocks or bonds of this corporation or otherwise, any good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation;

To engage in all types of activities and operations related to or incidental to the foregoing business and corporate powers or which may be conveniently carried on in connection with the above;

To buy, sell, own, deal in and manage personal property, including securities and stock in the above-named corporation and other corporations and to hold stock in the above-named corporation as treasury stock.

To acquire the goodwill, franchises, rights, property, stock and assets of any and all kinds and to assume or undertake the whole or any part of the liabilities of any person, firm, association or corporation, on such terms and conditions as may be agreed upon and to pay for same in any manner authorized by the Board of Directors of the Corporation;

To make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, with or without security, on real or personal property;

To borrow and raise money for the business of the Corporation in any manner as the Board of Directors may determine necessary; and

To engage in any transaction involving real or personal properties.

In order to carry out the purposes herein above set forth, the Corporation shall have and exercise all the powers conferred on it by the laws of the State of Alabama, including, but not limited to the following:

To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful purposes pertaining to its business;

To enter into any lawful arrangements for sharing profits or providing pensions for its employees;

To enter into any general or limited partnership as a general or limited partner, or any limited liability company, joint venture, syndicate, pool or other association of any kind for the purpose of any undertaking which the Corporation would have power to conduct by itself;

To issue, purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus available therefor;

To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranties are made in pursuance of the purposes set forth in this Article;

To do all and everything necessary, suitable or proper for the accomplishment of any of the enumerated purposes or any other purpose which the Directors may deem advantageous for the Corporation, the attainment of any of the objects or the furtherance of any of the powers herein above set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principals or as agents and do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them; and

To negotiate all contracts in the regular course of business, including the purchase, sale and exchange of real and personal property for the Corporation for such

considerations and upon such terms as the President or Vice-President deems for the best interests of the Corporation and to borrow money for and in behalf of the Corporation. The President or the Vice-President shall execute and deliver all deeds, mortgages, leases, contracts, releases and other instruments to which this Corporation is authorized to become a party. In the exercise of this authority no action shall be required by the Board of Directors. All deeds, mortgages and other instruments which by general practice are attested, shall be attested by the Secretary or any Assistant Secretary. The absence of the corporate seal from any document shall not affect its validity even though its affixing may be recited. The Board of Directors is empowered to authorize and cause to be executed deeds, mortgages, liens and other conveyances by other officers of the Corporation for all or any part of the real and personal property of the Corporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, conferred by the laws of the State of Alabama.

ARTICLE III

LOCATION OF REGISTERED OFFICE

AND NAME OF REGISTERED AGENT

The initial registered office of the Corporation shall be at 5241 Kirkwall Lane, Birmingham, Alabama 35242, and the name of the initial registered agent at such address shall be C. Stephen Fant.

ARTICLE IV

CAPITAL STOCK

The total amount of the authorized capital stock of the Corporation shall be One

Thousand (1,000) shares of common stock of the par value of \$1.00 each, being \$1,000.00 authorized capital stock.

ARTICLE V

INCORPORATOR AND DIRECTOR

The name and addresses of the Incorporators are:

<u>Name</u>	<u>Address</u>
C. Stephen Fant	5241 Kirkwall Lane Birmingham, Alabama 35242

The initial Board of Directors shall consist of one (1) member whose name and address is:

<u>Name</u>	<u>Address</u>
C. Stephen Fant	5241 Kirkwall Lane Birmingham, Alabama 35242

ARTICLE VI

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE VII

BYLAWS

The dates on which the Stockholders' annual meetings shall be held, the number of Directors and their terms of office, the terms of office of the officers and the powers and duties of the officers shall be fixed by the Bylaws of the Corporation. The Stockholders shall have the power to make Bylaws for the regulation and government of the Corporation, its agent, servants and officers, and for all other purposes not in conflict with the laws of the State of Alabama.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceedings, 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 or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer or partner of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, 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 believed to be in or not opposed to the best interests 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 or proceeding by judgment, 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 be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member or partner of another

corporation, limited liability company, 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 or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests 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 to the extent that the court in which such action 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 such court shall deem proper.

To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, 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, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Any indemnification under this Article 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 or officer is proper in the circumstances because he has met the applicable standard of conduct set forth. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a 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 stockholders of the Corporation.

Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the director or officer 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 Article.

The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the Corporation's Articles of Incorporation, Bylaws, agreement, vote of stockholders 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 or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member or partner of another corporation, limited liability company, partnership, joint venture, trust or other 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 Article.

No director shall be liable to the Corporation or its stockholders for money damages for any action taken, or any failure to take any action, as a director except liability for (A) the amount of financial benefit received by a Director to which he or she is

not entitled; (B) an intentional infliction of harm on the Corporation or the stockholders; (C) a violation of Section 10-2B-8.33; (D) an intentional violation of criminal law; or (E) a breach of the Director's duty of loyalty to the Corporation or its stockholders.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, has hereunto subscribed his name this 7th day of March, 2001.


C. Stephen Fant

This instrument prepared:
Robert M. Ritchey, Esquire
Kaufman & Rothfeder, P.C.
2740 Zelda Road, Third Floor
Montgomery, Alabama 36106

S:\Client-Matters\112\1002\ARTICLES.wpd

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:

Fant Consulting Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Norman McNeill, 22 Inverness Center Pkwy Ste 155, Birmingham, AL 35242 for a period of one hundred twenty days beginning February 26, 2001 and expiring June 27, 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.

February 26, 2001



Date

Jim Bennett

Secretary of State

Inst # 2001-08161

03/08/2001-08161
08:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
011 CJ1 105.00