

ARTICLES OF INCORPORATION
of
KTB CONSULTING GROUP, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is KTB Consulting Group, Inc.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

5164 Colonial Park Road
Birmingham, AL 35242-3264

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

K.T. Bowles
KTB Consulting Group, Inc.
5164 Colonial Park Road
Shelby County
Birmingham, AL 35242-3264

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI
DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Inst # 2002-08539

02/20/2002-08539
12:53 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
105.00
006 MEL

K.T. Bowles
5164 Colonial Park Road
Birmingham, AL 35242-3264

Deborah L. Bowles
5164 Colonial Park Road
Birmingham, AL 35242-3264

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII FISCAL YEAR:

The fiscal year of the corporation will end each year on December 31.

ARTICLE IX OFFICERS:

The following persons will be elected to fill the respective offices:

President:	K.T. Bowles
Address:	5164 Colonial Park Road
City, State, Zip:	Birmingham, AL 35242-3264
Telephone:	(205) 981-1370

Vice President:	Deborah L. Bowles
Address:	5164 Colonial Park Road
City, State, Zip:	Birmingham, AL 35242-3264
Telephone:	(205) 981-1370

Treasurer: K.T. Bowles
Address: 5164 Colonial Park Road
City, State, Zip: Birmingham, AL 35242-3264
Telephone: (205) 981-1370

Secretary: K.T. Bowles
Address: 5164 Colonial Park Road
City, State, Zip: Birmingham, AL 35242-3264
Telephone: (205) 981-1370

The corporation will defend the directors and officers against lawsuits.

Business transactions between the corporation and its officers and directors will be allowed.

The officers are authorized to do the following:

- Open a corporate bank account
- Obtain a bank loan
- Elect Subchapter "S" tax status

ARTICLE X SHAREHOLDERS

Name: K.T. Bowles
Address: 5164 Colonial Park Road
City, State, Zip: Birmingham, AL 35242-3264
Telephone: (205) 981-1370
Percentage ownership of corporation: 50%
Amount to contribute: \$50.00

Name: Deborah L. Bowles
Address: 5164 Colonial Park Road
City, State, Zip: Birmingham, AL 35242-3264
Telephone: (205) 981-1370
Percentage ownership of corporation: 50%
Amount to contribute: \$50.00

ARTICLE XI OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.


Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Certification

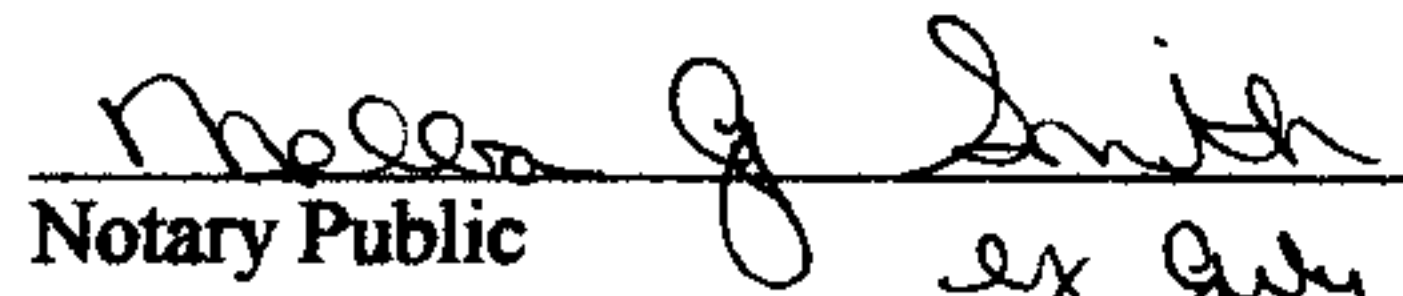
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



5164 Colonial Park Road
K.T. Bowles, Incorporator
Birmingham, AL 35242-3264

State of Alabama, County of Shelby, ss:

Subscribed and sworn to (or affirmed) before me this 20 day of February,
2002



Notary Public ex July 31, 2005

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:

KTB Consulting Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of K T Bowles, 5164 Colonial Park Road, Birmingham, AL 35242 for a period of one hundred twenty days beginning February 13, 2002 and expiring June 14, 2002.



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 13, 2002

Date

Jim Bennett

Secretary of State

Inst # 2002-08539

02/20/2002-08539
12:53 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 REL 105.00