

LAW OFFICES
TRUCKS & TRUCKS
P.O. BOX 536
FAIRFIELD, ALABAMA 36004

ARTICLES OF INCORPORATION

OF

J. A. ELECTRIC, INC.

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under the laws of the state of Alabama, do hereby adopt the following articles of incorporation for such corporation.

FIRST: NAME: The name of the corporation is J. A. ELECTRIC, INC.

SECOND: PURPOSES: The purposes for which the corporation is organized are:

To carry on a general business in the various fields of electricity, including repair and installation of electrical wiring and outlets and repair and installation of electrical appliances, and every other activity authorized a corporation by the Code of Alabama.

To do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with any other corporation, firms, or individuals, and to do every act or acts, thing or things, incidental to or growing out of or in connection with the aforesaid business or powers, or any part of parts thereof; provided, the same is not inconsistent with the laws under which this corporation is organized.

To borrow money, and to make and issue notes bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of, and deal in lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise, dispose of, or turn to account or deal with, all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company.

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To purchase acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and real and personal property of every name and nature, including stocks and securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

To protect the products of the corporation by trademarks, trade-names or any distinguishing names or titles, and to acquire and take over, lease, grant leases on, to receive and grant licenses and other privileges on, and in connection with, any trademarks, patents or patent rights, processes, formulae, advertising matter, packaging methods and packages, and any and all other apparatus, rights, methods, names, selling devices and advertising matter which may from time to time be useful or convenient in promoting and protecting the preparation, advertising and sale of any and all goods and merchandise which may at any time be purchased, manufactured, handled or sold by the corporation.

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description.

The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the state of Alabama, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

THREE: REGISTERED OFFICE AND REGISTERED AGENT The location and mailing address of the corporation's initial registered office shall be 122 Augusta Way, in the City of Helena, County of Shelby, State of Alabama, 35080, and the name of the Corporation's registered agent at such address shall be Jeff Adams.

FOURTH: CAPITAL STOCK The total number of shares that the corporation shall have the authority to issue is 2,000 shares, which shall be divided into 2,000 shares of common stock, of a par value of \$1.00 each. Each share shall have one vote. The Corporation shall begin business with 1,000 shares of stock subscribed.

FIFTH: INCORPORATORS The names and post office address of the incorporators are:

Name

Address

Jeff Adams

**122 Augusta Way
Helena, AL 35080**

SIXTH: DIRECTORS The number of directors constituting the initial board of directors of the corporation shall be one.

The names and addresses of those persons, each of whom shall serve as a director until the first annual meeting of shareholders or until his or her successor is elected and qualifies, are as follows:

Name

Address

Jeff Adams

**122 Augusta Way
Helena, AL 35080**

SEVENTH: DURATION The duration of the corporation is perpetual.

EIGHTH: OTHER PROVISIONS The corporation shall have all of the rights, powers, privileges and immunities as set out in the Code of Alabama for the year 1975 and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as though set out in full herein.

The stockholders shall have the right to increase or decrease the capital stock to such sums as they may desire, and as may be permitted by the laws of the State of Alabama.

Every director and officer shall be indemnified against all liabilities, including all reasonable expenses of defense, except to the extent that he or she shall have been finally adjudged to be liable for negligence or misconduct, in the matter out of which the liability arises.

IN WITNESS WHEREOF, We have executed these Articles of Incorporation on this 11 day of March, 2002.


Jeff Adams

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this 11 day of March, 2002, personally appeared before me Jeff Adams, who, being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

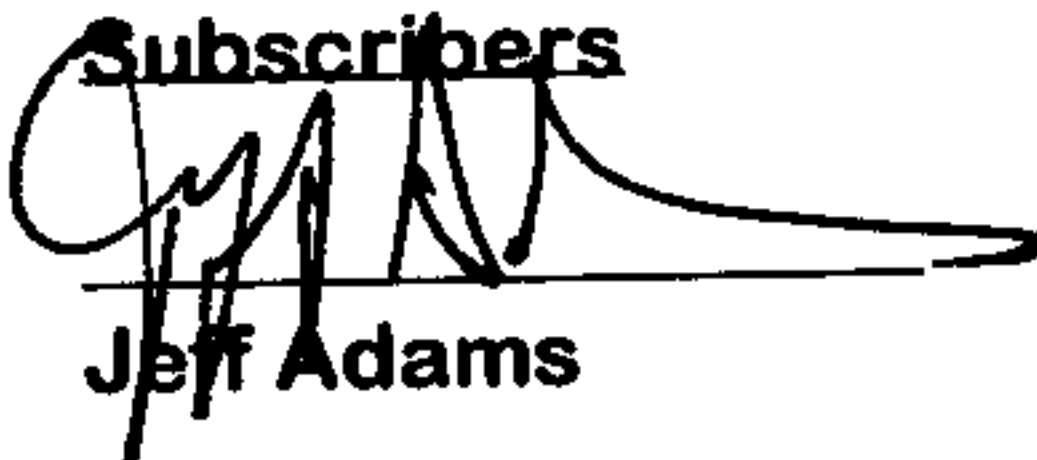
Dora K. Chapman
Notary Public

MY COMMISSION EXPIRES
AUGUST 31, 2004

EXHIBIT "A"

SUBSCRIPTION LIST

We, the undersigned incorporators of J. A. ELECTRIC, INC., hereby subscribe to the shares of capital stock of said corporation set opposite our respective signatures, and do further, agree to pay the amounts set opposite our respective signatures in cash, or in like value, to the designated Agent.

<u>Subscribers</u>	<u>Shares Subscribed</u>	<u>Par Value Subscribed</u>
 Jeff Adams	1,000	1,000

Total	\$	1,000	Paid In	1,000

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned authority, in and for said County, in said State, personally appeared the Agent designed by the incorporators of J. A. ELECTRIC, INC., a corporation, to receive subscriptions to the capital stock of said corporation, who is known to me, and who, after being first duly sworn, deposes and says on oath:

"That I, Jeff Adams, am the Agent designated to receive such subscriptions; that the foregoing is the Declaration of Incorporation of said Incorporators and that the same is signed by me; that the total authorized capital stock of said corporation of \$2,000.00, divided into 2000 shares of the par value of \$1.00 per share; that said corporation will begin business with 1000 shares of stock subscribed;

That the subscribers to the stock of said corporation have discharged their subscription by payment in value or in cash of the amount set opposite their names on the foregoing subscription list, shown as Exhibit "A"; that I state upon oath that I have received from said subscribers payment in value or in cash for the subscribed stock of said corporation as set out above on Exhibit "A", payment having been received as follows:

<u>Name</u>	<u>Shares</u>	<u>Cash</u>
Jeff Adams	1,000	1,000
Total	1,000	1,000

That I state upon oath that I have received from said subscribers payment in cash of \$1,000 which is in total the amount of the authorized capital stock, and of the stock subscribed for.



Jeff Adams

Sworn to and subscribed before me this 11 day of March, 2002.



Notary Public

MY COMMISSION EXPIRES
AUGUST 31, 2004

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:

J. A. Electric, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Michael Trucks, PO Box 536, Fairfield, AL 35064 for a period of one hundred twenty days beginning February 21, 2002 and expiring June 22, 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 21, 2002

Date

Jim Bennett

Secretary of State

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