

PROPOSED

ARTICLES OF INCORPORATION

OF

Steel Faithful Transportation, Inc.

The undersigned, for the purposes of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following articles of incorporation.

ARTICLE ONE

NAME

The name of the corporation is

Steel Faithful Transportation, Inc.

ARTICLE TWO

DURATION

The terms of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

- A.** *The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act including but not limited to: The job of selling products and management services to businesses as well as individuals. To do and engage in any business which a natural person can do.*
- B.** *In furtherance but not in limitation of the aforesaid purposes of this corporation and without limitation of the powers conferred by statute or general rules of laws, this corporation shall have the following in addition to others now or hereafter conferred by law:*
- I.** *To purchase, acquire, take receive, own, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, and deal in real and personal property or any interest therein of any kind or character, wherever situated.*
- II.** *To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell,*

assign, and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purpose of this corporation; and to enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, state, body, political or government or colony or dependency thereof.

- III. 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, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formula, know-how, methods, copyrights, trademarks, tradenames, or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.*
- IV. To borrow and lend money and to give or take security therefore by way of mortgage, pledge, transfer, or assignment or real or personal property of every nature and description.*
- V. To purchase or otherwise acquire its own shares of stock and (so far as many may be permitted by law), and its bonds, debentures, notes, script or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same. To issue bond, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation and to secure the same by mortgage, pledge, deed to trust and otherwise.*
- VI. To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry any lawful business necessary or incidental to the protection and benefit of the corporation and in incidental the attainment the purpose of the corporation whether such business is similar in nature to the objects and powers herein above set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a thrift institution that uses the reserve method of accounting for bad debts under section 585; or that of an insurance company subject to tax under the rule of subchapter L of the tax code.*
- VII. The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner by powers of the corporation otherwise granted by law.*

VIII. The corporation shall have the power to enter into, for the benefit of its employees, any one or more than one of the following:

1. PENSION PLAN

2. A PROFIT SHARING PLAN

3. DEFERRED COMPENSATION PLAN

4. HEALTH CARE PLAN

5. ANY OTHER REQUIREMENT OR INCENTIVE COMPENSATION PLAN.

ARTICLE FOUR

REGISTERED OFFICE

A. The address of the initial registered office is 331 Waller Street– Montevallo, AL 35115

B. The initial registered agent at that address is Ms. Lodealia Taylor

**ARTICLE FIVE
CAPITAL STOCK**

The amount of the total authorized capital stock of this corporation shall be One Thousand Dollars (\$1,000.00) consisting of ten thousand (10,000) shares of stock of a par value of One Dollar (\$.10) per share. All stock shall be common stock and nonassessable. The amount of capital with which the corporation will begin business shall be One Thousand Dollars (\$1,000.00) consisting of ten thousand (10,000) shares of common stock with a par value of One Dollar (\$.10) per share, all of which shall be paid in.

Each stockholder shall offer to the Corporation or to other Stockholders of the Corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

**ARTICLE SIX
INCORPORATORS**

The name and addresses of the incorporators and the number of shares subscribed and paid for by each are respectively as follows:

<i>Lodealia Taylor</i>	<i>331 Waller Street Montevallo, AL 35115</i>	<i>7,000 Shares or 70%</i>
<i>Curtis Taylor</i>	<i>331 Waller Street Montevallo, AL 35115</i>	<i>3,000 Shares or 30%</i>

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial Board Of Directors of the corporation is one, and the name and address of the person who are to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify, are as follows:

<i>Lodealia Taylor</i>	<i>331 Waller Street Montevallo, AL 35115</i>
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Curtis Taylor

331 Waller Street
Montevallo, AL 35115

**ARTICLE EIGHT
POWERS**

The corporate powers shall be exercised by the Board Of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or Bylaws in amendment thereto.

In furtherance, and not in limitation of the powers conferred by statute, the Board Of Directors is expressly authorized:

(a) To make and alter the Bylaws of this corporation, but Bylaws so made by the Directors may be altered or replaced by the Directors or stockholders.

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates or declarations and payments of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

(c) To make, from time to time, (so far as may be permitted by law) temporary secure or unsecured loans when, in the judgement of the Board Of Directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

(d) The corporation may, in its Bylaws confer powers upon its Board Of Directors in addition to the forgoing and in addition to the powers and authorities expressly conferred by statute.

DATED THIS 9th DAY OF MARCH, 2003.

Curtis Taylor

Godalaka Taylor

**STATE OF ALABAMA
COUNTY OF JEFFERSON**

BEFORE ME, A Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Curtis & Lodealia Taylor, Known to me to be the persons who executed the Articles Of Incorporation, and they acknowledged before me that they executed those Articles Of Incorporation.

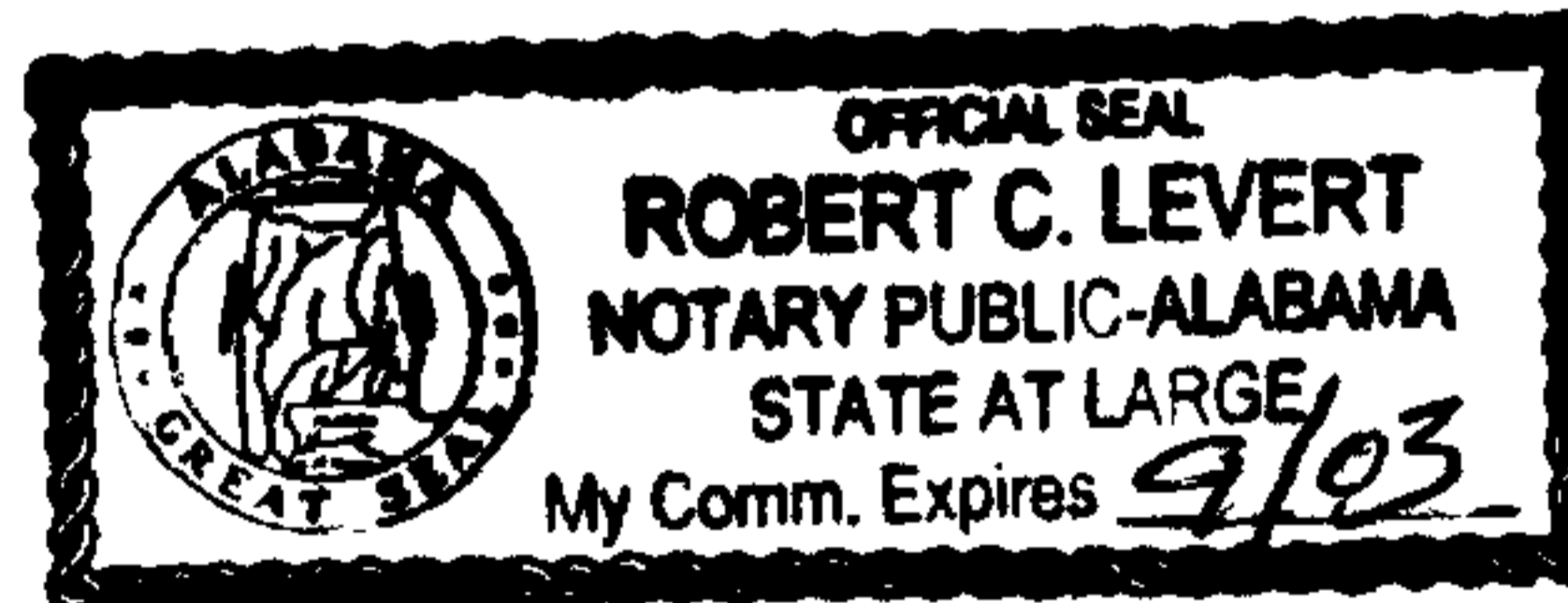
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 9th Day of March, 2003.



Robert C. Levert

Notary Public

My Commission Expires:



Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

Steel Faithful Transportation, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Robert C Levert, PO Box 546, Fairfield, AL 35064 for a period of one hundred twenty days beginning February 18, 2003 and expiring June 19, 2003.



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 18, 2003

Date

A handwritten signature in cursive script, appearing to read "Nancy L. Worley".

Nancy L. Worley

Secretary of State