

**ARTICLES OF INCORPORATION
OF
LIPHAM ENTERPRISES, INC.**

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

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned, Michael G. Graffeo, acting as Incorporator of a Corporation, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is “**LIPHAM ENTERPRISES, INC.**”

**ARTICLE II
AUTHORIZED SHARES**

(a) The total number of shares that the Corporation shall have authority to issue is one thousand (1,000) shares, consisting of 1,000 shares of Common Stock, par value of \$1.00 per share.

(b) All issued and outstanding shares have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one vote per share and (ii) the right to receive the net assets of the Corporation upon dissolution.

**ARTICLE III
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the Corporation’s initial registered office shall be in Shelby County, Alabama, at 5632 Double Tree Circle, Birmingham, Alabama. The name of the Corporation’s initial registered agent at such address is David K. Lipham.

**ARTICLE IV
INCORPORATOR**

The name and address of the Incorporator is: Michael G. Graffeo, Esq., of MICHAEL G. GRAFFEO, P.C., P. O. Box 660815, 2100 SouthBridge Parkway, Ste. 650, Birmingham, Alabama, 35266.

**ARTICLE V
DIRECTORS**

The Corporation’s initial Board of Directors shall consist of one (1) person who shall serve as director until the first annual meeting of the shareholders and until his/her successor is elected and qualified. These Articles authorize a Board of no more than three (3) Directors. The name and

address of the sole member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
David K. Lipham	5632 Doublet Tree Circle Birmingham, Alabama 35242

ARTICLE VI

PURPOSES AND POWERS

The nature of the business or purposes to be conducted or promoted is:

- (a) To engage in the business of owning and operating commercial establishments selling and/or renting merchandise to the public; and,
- (b) To engage in any lawful act or activity for which corporations may be organized under the the Alabama Business Corporation Act, as the same now exists or may hereafter be amended.

ARTICLE VII

DURATION

The period of duration of this Corporation shall be perpetual.

ARTICLE VIII

RESTRICTIONS ON TRANSFER

(a) This Corporation may, from time to time, lawfully enter into any agreement, to which all or less than all of the holders of record of the issued and outstanding shares shall be parties, restricting the transfer of any or all shares represented by certificates therefore upon such reasonable terms and conditions as may be approved by the Board of Directors of this Corporation, provided that such restrictions be stated upon each certificate representing such shares.

(b) No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares, or other securities convertible into shares, of the Corporation which it may issue or sell, whether out of the number of shares now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

ARTICLE IX

EXERCISE OF POWER

The corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by statute or by these Articles of Incorporation. The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the

powers and authorities expressly conferred upon the Board of Directors by statute.

ARTICLE X

ELIMINATION OF DIRECTOR LIABILITY

A director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for: (a) the amount of a 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 shareholders; (c) a violation of §10-2B-8.33, of the Alabama Business Corporation Act, as the same may be amended from time to time; (d) an intentional violation of criminal law; or, (e) a breach of the director's duty of loyalty to the Corporation or its shareholders.

It is the intention that the directors of the Corporation be protected from personal liability to the fullest extent permitted the Alabama Business Corporations Act as it now or hereafter exists. If at any time in the future the Alabama Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection afforded by this Article X shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Article X by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI

Miscellaneous

The Corporation reserves the rights to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed his name to these Articles of Incorporation on this 29th day of May, 2004.


Michael G. Graffeo, Esq.
Sole Incorporator

OF COUNSEL:

MICHAEL G. GRAFFEO, P.C.
P. O. Box 660815
2100 SouthBridge Parkway, Ste. 650
Birmingham, AL 35209
205.871.7979 (V)
205.871.7175 (F)

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:

Lipham Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Michael G Graffeo, P O Box 660815, Birmingham, AL 35266 for a period of one hundred twenty days beginning May 18, 2004 and expiring September 16, 2004.



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.

May 18, 2004

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State