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ARTICLES OF INCORPORATION

OF

ESPREE, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF ALABAMA, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH PURPOSES.

ARTICLE I

NAME

THE NAME OF THIS CORPORATION SHALL BE:

ESPREE, INC.

ARTICLE II

TIME AND COMMENCEMENT OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND SHALL COMMENCE ITS EXISTENCE ON THE DATE OF SUBSCRIPTION AND ACKNOWLEDGEMENT OF THESE ARTICLES OF INCORPORATION.

ARTICLE III

OBJECTS

THE OBJECTS AND PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE:

(A) TO MANAGE, LEASE, RENT, SELL AND PURCHASE REAL AND PERSONAL PROPERTY.

(B) TO PURCHASE, ACQUIRE, HOLD, IMPROVE, SELL, CONVEY, ASSIGN, EXCHANGE, RELEASE, MORTGAGE, ENCUMBER, LEASE, HIRE, BROKER, OPTION, DEVELOP, DIVIDE, FORECLOSE, CONTROL, IMPROVE, BUILD, ERECT, MAINTAIN FOR THE PURPOSES OF SAID CORPORATION, CONSTRUCT, RE-CONSTRUCT, OR OTHERWISE DISPOSE OF AND DEAL IN REAL AND PERSONAL PROPERTY OF EVERY KIND AND CHARACTER, OR ANY PART THEREOF.

(C) 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

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DISPOSE OF, AND TO EXERCISE, CARRY OUT AND ENJOY, ANY LICENSE, POWER, AUTHORITY, CONCESSION, RIGHT OR PRIVILEGE WHICH ANY CORPORATION MAY MAKE OR GRANT.

(D) TO MANUFACTURE, PURCHASE OR OTHERWISE ACQUIRE, OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, EXCHANGE OR OTHERWISE DISPOSE OF, AND INVEST, TRADE AND DEAL IN AND WITH GOODS, WARES, MERCHANDISE AND PERSONAL PROPERTY OF EVERY CLASS AND DESCRIPTION, WHETHER OR NOT THE SAME SPECIFICALLY PERTAIN TO THE CLASSES OF BUSINESS HEREIN SPECIFIED; AND TO OWN AND OPERATE MINES, PLANTS, FACTORIES, MILLS, WAREHOUSES, YARDS, MERCHANDISE STORES, COMMISSARIES AND ALL OTHER INSTALLATIONS OR ESTABLISHMENTS OF WHATEVER CHARACTER OR DESCRIPTION, TOGETHER WITH THE EQUIPMENT, ROLLING STOCK AND OTHER FACILITIES USED OR USEFUL IN CONNECTION THEREWITH OR INCIDENTAL THERETO.

(E) TO ACQUIRE, AND PAY FOR IN CASH, STOCK OR BONDS OF THIS CORPORATION OR OTHERWISE, THE GOODWILL, RIGHTS, ASSETS AND PROPERTY, AND TO UNDERTAKE OR ASSUME THE WHOLE OR ANY PART OF THE OBLIGATIONS OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION, TRUST, LIMITED LIABILITY COMPANY, PARTNERSHIP, OR CORPORATION; TO AID IN ANY LAWFUL MANNER, BY LOAN, SUBSIDY, GUARANTY, OR OTHERWISE, ANY CORPORATION WHOSE STOCKS, BONDS, NOTES, DEBENTURES, OR OTHER SECURITIES ARE HELD OR CONTROLLED, DIRECTLY OR INDIRECTLY, BY THIS CORPORATION, AND TO DO ANY AND ALL LAWFUL ACTS OR THINGS NECESSARY OR ADVISABLE TO PROTECT, PRESERVE, IMPROVE, OR ENHANCE THE VALUE OF ANY SUCH STOCK, BONDS, NOTES, DEBENTURES, OR OTHER SECURITIES OR OBLIGATIONS; AND TO ENDORSE OR GUARANTEE THE PAYMENT OF PRINCIPAL OR INTEREST OR BOTH, OR DIVIDENDS UPON ANY STOCKS, BONDS, OBLIGATIONS, OR OTHER SECURITIES OR EVIDENCES OF INDEBTEDNESS, AND TO GUARANTEE THE PERFORMANCE OF ANY CONTRACTS OR OTHER UNDERTAKINGS IN WHICH THIS CORPORATION IS OR BECOMES INTERESTED, OF ANY CORPORATION, TRUST, ASSOCIATION, PARTNERSHIP, FIRM, INDIVIDUAL, OR OTHERS, OR ANY COUNTRY, NATION, OR GOVERNMENTAL OR POLITICAL AUTHORITY.

(F) TO PURCHASE OR OTHERWISE ACQUIRE, HOLD, USE, SELL, ASSIGN, LEASE, MORTGAGE OR IN ANY MANNER DISPOSE OF, AND TO TAKE, EXCHANGE AND GRANT LICENSES, OR OTHER RIGHTS THEREIN, IN RESPECT OF LETTERS PATENT OF THE UNITED STATES OR ANY FOREIGN COUNTRY, PATENT RIGHTS, LICENSES AND PRIVILEGES, INVENTIONS, IMPROVEMENTS, PROCESSES, FORMULAE, METHODS, COPYRIGHTS, TRADEMARKS AND TRADE NAMES, RELATING TO OR USEFUL IN CONNECTION WITH ANY BUSINESS, OBJECTS OR PURPOSES OF THIS CORPORATION.

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(G) TO ACQUIRE BY PURCHASE, SUBSCRIPTION OR OTHERWISE, AND TO OWN, HOLD, SELL, DISPOSE OF, EXCHANGE, DEAL IN OR WITH STOCKS, BONDS, DEBENTURES, OBLIGATIONS, EVIDENCES OF INDEBTEDNESS, PROMISSORY NOTES, MORTGAGES OR SECURITIES, INCLUDING BUT NOT LIMITED TO THE STOCKS, BONDS, DEBENTURES OR OTHER EVIDENCE OF INDEBTEDNESS OF THIS CORPORATION, AND THIS CORPORATION SHALL HAVE EXPRESS POWER TO HOLD, SELL, ASSIGN, TRANSFER, MORTGAGE, OPTION, PLEDGE OR OTHERWISE DISPOSE OF THE SHARES OF CAPITAL STOCK, BONDS, DEBENTURES, PROMISSORY NOTES, MORTGAGES AND SECURITIES SO ACQUIRED BY IT, AND, WHILE THE OWNER THEREOF, TO EXERCISE ALL THE RIGHTS, PRIVILEGES AND POWERS OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE THE SAME, TO THE SAME EXTENT AS A NATURAL PERSON MAY DO SUBJECT TO THE LIMITATIONS, IF ANY, ON SUCH RIGHTS NOW OR HEREAFTER PROVIDED BY THE LAWS OF THE STATE OF ALABAMA.

(H) TO ENDORSE, GUARANTEE, OR OTHERWISE OBLIGATE ITSELF FOR, OR PLEDGE OR MORTGAGE ALL OR ANY PART OF ITS PROPERTIES FOR, THE PAYMENT OF THE PRINCIPAL AND INTEREST, OR EITHER, ON ANY BONDS, DEBENTURES, NOTES, SCRIP, COUPONS OR OTHER OBLIGATIONS OR EVIDENCES OF INDEBTEDNESS, OR THE PERFORMANCE OF ANY CONTRACT, MORTGAGE OR OBLIGATION OF ANY OTHER CORPORATION OR ASSOCIATION, DOMESTIC OR FOREIGN, OR OF ANY FIRM, PARTNERSHIP, TRUST OR JOINT VENTURE.

(I) TO ENTER INTO, MAKE AND PERFORM CONTRACTS OF EVERY KIND FOR ANY LAWFUL PURPOSE WITHOUT LIMIT AS TO AMOUNT, WITH ANY PERSON, FIRM, TRUST, ASSOCIATION, LIMITED LIABILITY COMPANY, PARTNERSHIP, CORPORATION, MUNICIPALITY, COUNTY, STATE, TERRITORY, GOVERNMENT, GOVERNMENTAL SUBDIVISION OR BODY POLITIC.

(J) TO ACQUIRE, IN WHOLE OR IN PART, THE GOODWILL, RIGHTS, ASSETS, SHARES, BONDS AND PROPERTIES, AND TO UNDERTAKE THE WHOLE OR ANY PART OF THE LIABILITIES, OF ANY PERSON, FIRM, TRUST, LIMITED LIABILITY COMPANY, PARTNERSHIP, ASSOCIATION OR CORPORATION; TO PAY FOR THE SAME IN CASH, STOCK OR OTHER SECURITIES OF THIS CORPORATION, OR OTHERWISE; TO HOLD, OR IN ANY MANNER DISPOSE OF, THE WHOLE OR ANY PART OF THE PROPERTY SO ACQUIRED; TO CONDUCT IN ANY LAWFUL MANNER THE WHOLE OR ANY PART OF THE BUSINESS SO ACQUIRED, AND TO EXERCISE ALL THE POWERS NECESSARY OR CONVENIENT IN AND ABOUT THE CONDUCT AND MANAGEMENT OF ANY SUCH BUSINESS.

(K) TO BORROW OR LEND MONEY, WITHOUT SECURITY OR UPON THE GIVING OR RECEIPT OF SUCH SECURITY AS THE BOARD OF DIRECTORS OF THIS CORPORATION MAY DEEM ADVISABLE, BY WAY OF MORTGAGE, PLEDGE,

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TRANSFER, ASSIGNMENT OR OTHERWISE, OF REAL OR PERSONAL PROPERTY OF EVERY NATURE AND DESCRIPTION; OR BY WAY OF GUARANTY; OR OTHERWISE.

(L) TO DRAW, MAKE, ACCEPT, ENDORSE, DISCOUNT, EXECUTE AND ISSUE PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, WARRANTS, DEBENTURES, AND OTHER NEGOTIABLE OR TRANSFERABLE INSTRUMENTS.

(M) TO ISSUE BONDS, DEBENTURES OR OTHER SECURITIES OR OBLIGATIONS, AND TO SECURE THE SAME BY MORTGAGE, PLEDGE, DEED OF TRUST OR OTHERWISE.

(N) TO ACT AS AGENT, JOBBER, BROKER, TRUSTEE, OR ATTORNEY IN FACT IN BUYING, SELLING, AND DEALING IN REAL AND PERSONAL PROPERTY OF EVERY NATURE AND DESCRIPTION, LEASES RESPECTING THE SAME, ESTATES AND INTERESTS THEREIN, AND MORTGAGES AND SECURITIES THEREOF, IN MAKING AND OBTAINING LOANS, WHETHER SECURED BY SUCH PROPERTY OR NOT, AND IN SUPERVISING, MANAGING AND PROTECTING SUCH PROPERTY, LOANS AND ALL INTERESTS IN AND CLAIMS AFFECTING THE SAME.

(O) TO PURCHASE, TAKE, RECEIVE, REDEEM OR OTHERWISE ACQUIRE, AND TO HOLD, OWN, PLEDGE, TRANSFER OR OTHERWISE DISPOSE OF ITS OWN SHARES OF STOCK, BONDS, DEBENTURES, NOTES, SCRIP OR OTHER SECURITIES OR EVIDENCES OF INDEBTEDNESS, AND TO HOLD, SELL, TRANSFER OR REISSUE THE SAME.

(P) TO ENTER INTO ANY PLAN OR PROJECT FOR THE ASSISTANCE AND WELFARE OF ITS EMPLOYEES.

(Q) TO ENTER INTO ANY LEGAL ARRANGEMENTS FOR SHARING OF PROFITS, UNION OF INTEREST, RECIPROCAL CONCESSIONS OR COOPERATION, AS PARTNER (GENERAL OR LIMITED), JOINT VENTURER OR OTHERWISE, WITH ANY PERSON, PARTNERSHIP, LIMITED LIABILITY COMPANY, CORPORATION, TRUST, ASSOCIATION, COMBINATION, ORGANIZATION, ENTITY OR OTHER BODY WHATSOEVER, DOMESTIC OR FOREIGN, FOR THE PURPOSE OF CARRYING ON OR PROPOSING TO CARRY ON ANY BUSINESS WHICH THIS CORPORATION IS AUTHORIZED TO CARRY ON, OR ANY BUSINESS OR TRANSACTION DEEMED NECESSARY, CONVENIENT OR INCIDENTAL TO CARRYING OUT ANY OF THE OBJECTS OF THIS CORPORATION.

(R) TO HAVE ONE OR MORE OFFICES TO CARRY ON ALL OF ITS OPERATIONS AND BUSINESS IN ANY OF THE STATES, DISTRICTS, TERRITORIES, POSSESSIONS OR COLONIES OF THE UNITED STATES, AND IN ANY AND ALL FOREIGN COUNTRIES, SUBJECT TO THE LAWS OF SUCH STATE, DISTRICT, TERRITORY, POSSESSION, COLONY OR COUNTRY.

(S) TO CARRY ON ANY OTHER BUSINESS IN CONNECTION WITH THE OBJECTS AND PURPOSES FOR WHICH THE CORPORATION IS FORMED.

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(T) TO DO ANY AND ALL OF THE ACTS AND THINGS HEREIN SET OUT, AND SUCH OTHER THINGS AS ARE INCIDENTAL OR CONDUCIVE TO THE ATTAINMENT OF THE OBJECTS AND PURPOSES OF THIS CORPORATION, TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AS PRINCIPAL, FACTOR, AGENT, CONTRACTOR, OR OTHERWISE, EITHER ALONE OR IN CONJUNCTION WITH ANY PERSON, FIRM, ASSOCIATION, CORPORATION, TRUST OR ANY ENTITY OF WHATSOEVER KIND; AND TO DO ANY AND ALL SUCH ACTS AND THINGS AND TO EXERCISE ANY AND ALL POWERS TO THE FULL EXTENT AUTHORIZED OR PERMITTED UNDER ANY LAWS THAT MAY BE NOW OR HEREAFTER APPLICABLE OR AVAILABLE TO THIS CORPORATION.

(U) TO TRANSACT ANY OR ALL-LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED.

THE FOREGOING CLAUSES, AND EACH PHRASE THEREOF, SHALL BE CONSTRUED AS OBJECTS AND PURPOSES OF THIS CORPORATION, AS WELL AS POWERS AND PROVISIONS FOR THE REGULATION OF THE BUSINESS AND THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, THE DIRECTORS, AND SHAREHOLDERS THEREOF, ALL IN ADDITION TO THOSE POWERS SPECIFICALLY CONFERRED UPON THE CORPORATION BY LAW, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING SPECIFIC ENUMERATION OF PURPOSES SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THE CORPORATION OTHERWISE GRANTED BY LAW.

ARTICLE IV
AMENDMENTS

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE, MODIFY OR REPEAL ANY PROVISION CONTAINED IN THE ARTICLES OF INCORPORATION IN THE MANNER NOW HEREAFTER PROVIDED BY LAW, AND ALL RIGHTS CONFERRED UPON THE OFFICERS, DIRECTORS, AND STOCK HOLDERS HEREIN GRANTED SUBJECT TO THIS RESERVATION.

ARTICLE V
AUTHORIZED SHARES

THE AGGREGATE NUMBER OF SHARES OF WHICH THIS CORPORATION IS AUTHORIZED IS ONE HUNDRED (100). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF ONE DOLLAR ($1.00).

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ARTICLE VI

INCORPORATORS

NAME: **DAN BAILEY**

ADDRESS: **2615 PELHAM PARKWAY, PELHAM, ALABAMA 35124**

ARTICLE VII

BOARD OF DIRECTORS

THE BOARD OF DIRECTORS SHALL CONSIST OF ONE (1) OR MORE DIRECTORS, THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE (1) DIRECTOR. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED IN THE MANNER PROVIDED IN THE BY-LAWS OF THE CORPORATION.

ARTICLE VIII

INITIAL DIRECTOR

NAME: **DAN BAILEY AT 2615 PELHAM PARKWAY, SUITE C, PELHAM, ALABAMA 35124.**

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS **2615 PELHAM PARKWAY, SUITE C, PELHAM, ALABAMA 35124**. THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH BUSINESS ADDRESS IS **DAN BAILEY**.

ARTICLE X

INITIAL ADDRESS OF CORPORATION

THE INITIAL ADDRESS OF THE CORPORATION SHALL BE **2615 PELHAM PARKWAY, SUITE C, PELHAM, ALABAMA 35124**.

IN WITNESS WHEREOF, WE HAVE EXECUTED THESE ARTICLES OF INCORPORATION IN DUPLICATE IN BLOUNT COUNTY, ALABAMA ON THE 1st DAY OF **JUNE 2006**.

INCORPORATOR

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STATE OF ALABAMA}

COUNTY OF **SHELBY**}

ACKNOWLEDGEMENT

I, THE UNDERSIGNED, A NOTARY PUBLIC, HEREBY CERTIFY THAT ON THIS DAY BEFORE ME PERSONALLY APPEARED **DAN BAILEY** KNOWN TO ME TO BE THE PERSON(S) WHO EXECUTED THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION OF AND HAS ACKNOWLEDGED BEFORE ME THAT S/HE EXECUTED THE SAME.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST AFORESAID, THIS 1st DAY OF **JUNE, 2006.**

MY COMMISSION EXPIRES:
6/28/2009

Kelly B. Mullen
NOTARY PUBLIC

(SEAL)

THIS INSTRUMENT WAS PREPARED BY:

DAN BAILEY AT 2615 PELHAM PARKWAY, SUITE C, PELHAM, ALABAMA 35124.

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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:

Espree, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Darlene Bailey, 2304 Birkshire Ln, Hoover, AL 35244 for a period of one hundred twenty days beginning May 25, 2006 and expiring September 23, 2006.

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 25, 2006

Date

Nancy L. Worley **Secretary of State**