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ARTICLES OF INCORPORATION
OF
BAKER AND BAKER ENTERPRISES, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Baker and Baker Enterprises, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To purchase, mortgage, construct, remodel and sell real estate, all necessary and related activities thereof, and each and every other activity authorized a corporation by the Code of Alabama.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), at One Dollars (\$1.00) par value per share. There is only one class of stock.

FIFTH: The address of the initial registered office of the corporation is 416 Cross Creek Trail, Pelham, Alabama 35124; the mailing address of the corporation is 416 Cross Creek Trail, Pelham, Alabama 35124; the name of its initial registered agent at such address is James M. Baker.

Return to
Dorice M. Spieker
108 Charles Dr. Pelham, AL 35124

BOOK
26 PAGE
41

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SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2), the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

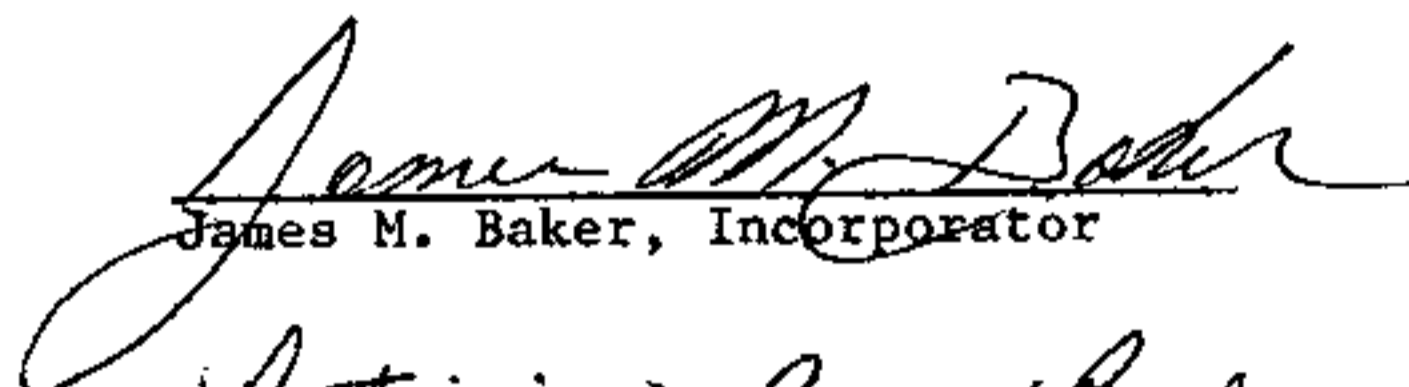

NAME	ADDRESS
James M. Baker	416 Cross Creek Trail Pelham, Alabama 35124
Patricia Ann Baker	416 Cross Creek Trail Pelham, Alabama 35124

SEVENTH: The name and address of the incorporators are:

NAME	ADDRESS
James M. Baker	416 Cross Creek Trail Pelham, Alabama 35124
Patricia Ann Baker	416 Cross Creek Trail Pelham, Alabama 35124

EIGHTH: The Secretary of the Corporation, without the signature of the President, shall have the right and shall be authorized to execute deeds, mortgages, promissory notes and all other documents for the Corporation to the same extent that the President can execute said documents.

DATED: June 18, 1984.


James M. Baker, Incorporator

Patricia Ann Baker, Incorporator



STATE OF ALABAMA

I, Don Siegelman, 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 10-2A-26, Code of Alabama 1975, the corporate name _____

Baker and Baker Enterprises, Inc.,

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Baker and Baker Enterprises, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

June 13, 1984 - expires 10-12-84

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

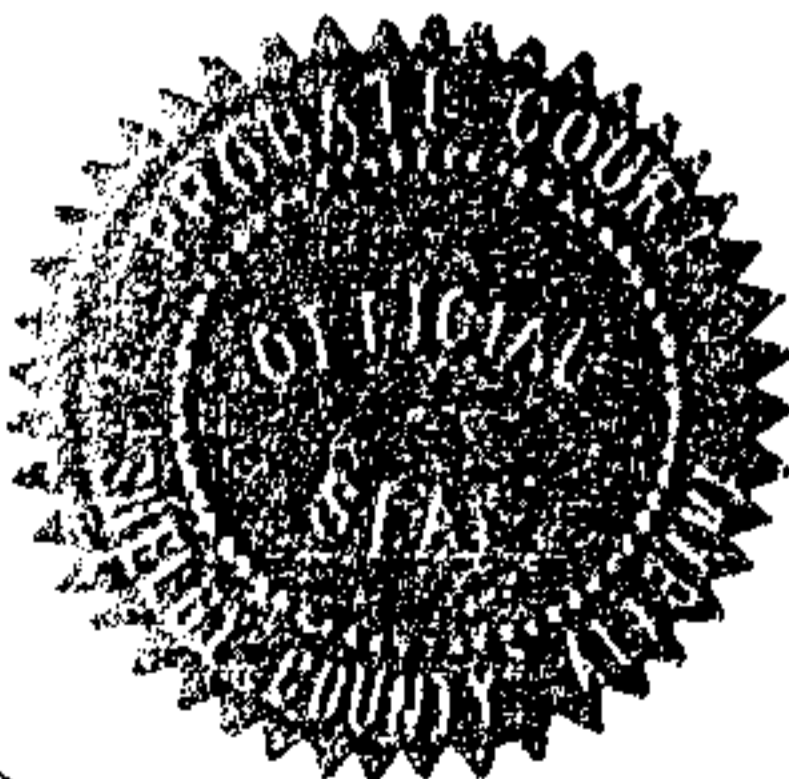
BAKER AND BAKER ENTERPRISES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of BAKER AND BAKER ENTERPRISES, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of _____

BAKER AND BAKER ENTERPRISES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 18th day of JUNE, 19 84.



STATE OF ALA. SHELBY CO.
JUDGE OF PROBATE
NOTED

1984 JUN 18 PM 12:22

THOMAS A. MONTGOMERY, JR.
JUDGE OF PROBATE

Thomas A. Montgomery, Jr.
Judge of Probate