

STATE OF ALABAMA
COUNTY OF SHELBY

BY-LAWS
OF
MAC, The Handy Man, Inc.

ARTICLE I

The president shall preside at all stockholder's meetings. He may, and upon demand of any stockholder, shall call special meetings of the stockholders.

ARTICLE II

The secretary and treasurer shall, in the case of the absence or disability of the president, perform the duties of the president.

ARTICLE III

The treasurer shall have the custody of all the monies and securities of the corporation. He shall keep regular books. All money of the corporation shall be deposited in such depositories as shall be selected by the president. Checks may be signed by the president or secretary or treasurer. In addition, the treasurer shall perform all duties usually pertaining to his or her office.

ARTICLE IV

The secretary shall keep the records of the corporation and books of account. He shall have the custody of the seal of the corporation. He shall issue, sign, and seal all certificates of stock, which certificates must also be signed by the president and the secretary, and, in addition, perform all the other duties usually pertaining to his or her office.

ARTICLE V

Regular meetings of the share holders shall be held at such times and places as the shareholders may determine. No notice of or to the shareholders of such regular meetings shall be required, and it shall be the duty of each shareholder to attend the same without notice.

ARTICLE VI

Special meetings of the shareholders may be called by the president upon one (1) day's notice, or such special meetings may be held at any time by unanimous consent of the shareholders.

ARTICLE VII

The secretary shall, at least ten days prior to each annual meeting, give each stockholder of the corporation written notice of the meeting, by mailing to each stockholder, at his or her last known address, notice of the time and place of such meeting. Special meetings of the stockholders may be called upon the call of the president on ten (10) day's notice, mailed to each stockholder at his or her last known address, or such special meetings may be held at any time by unanimous consent.

ARTICLE VIII

At all meetings of the stockholders, regular or special, a majority of the stockholders shall constitute a quorum. A majority of a quorum may decide any question coming before the meeting.

ARTICLE IX

At all stockholders' meetings, each stockholder of the stock shall be entitled to one vote for each share of the stock held by him, except as otherwise provided in the Articles of Incorporation. Each stockholder may vote either in person or by written proxy.

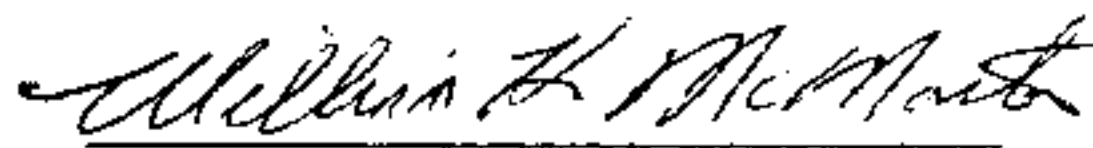
ARTICLE X

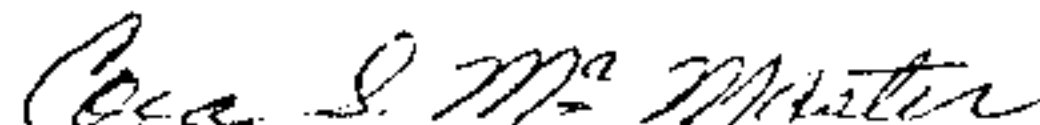
The corporation shall have a lien upon each share of stock for any indebtedness due to it, from the stockholder thereof. Stock of the corporation may only be transferred upon the books of the corporation and upon the surrender of all outstanding certificates for such stock.

ARTICLE XI

These by-laws or any part of them may be abridged, altered, amended, or repealed by the same body which enacted them at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned, all of the stockholders and officers of MAC, The Handy Man, Inc., have signed and acknowledged these by-laws and by the terms of which agree to be bound.

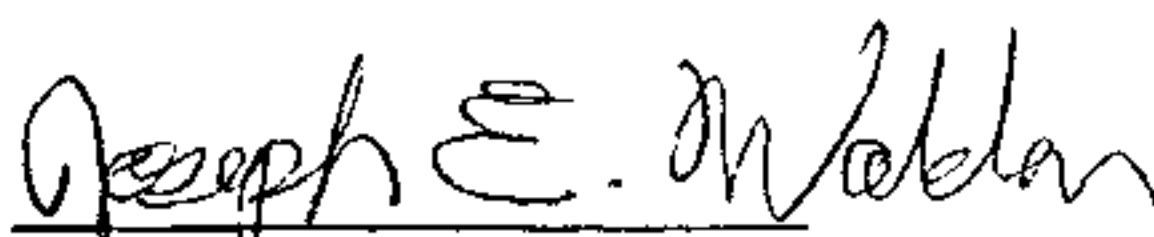

William H. McMaster


Cora S. McMaster

STATE OF ALABAMA

COUNTY OF SHELBY

On the 1st day of January, 1984, personally appeared before me, the above named persons, known to be the persons who executed the foregoing certificate and acknowledged that they executed the same for the uses and purposes therein set forth.


Notary Public



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 _____

MAC, The Handy Man, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of MAC, The Handy Man, 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.

May 31, 1984 - expires 9-29-84

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

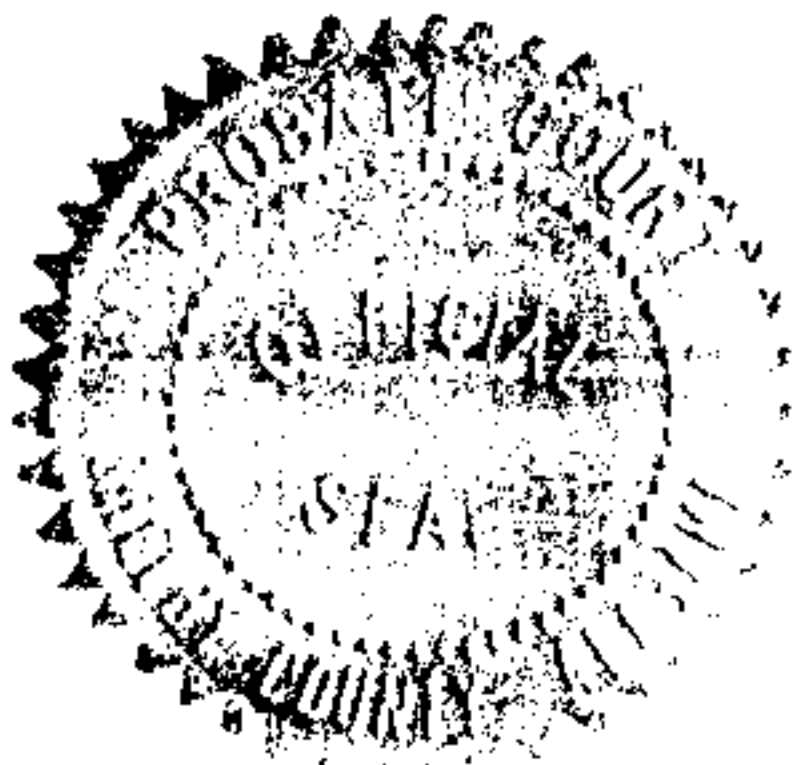
OF

MAC, The Handy Man, 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 MAC, The Handy Man, 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 MAC, The Handy Man, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 24th day of JULY, 1984.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1984 JUL 24 AM 10:32

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

Thomas A. Brundage, Jr.

Judge of Probate

Fee 35.00
Fund 1.00
36.00