

ARTICLES OF INCORPORATION
OF
DMW, INC.

TO: THE HONORABLE THOMAS SNOWDEN
JUDGE OF PROBATE
SHELBY COUNTY, ALABAMA

The undersigned, M. T. Deason, W. T. Williams, Jr., and Richard Meyer, acting as incorporators, desiring to form a corporation in the State of Alabama, do hereby adopt and file these Articles of Incorporation under the Alabama Business Corporation Act.

ARTICLE I

The name of the corporation shall be and is:

DMW, INC.

ARTICLE II

The objects for which this corporation is formed and the powers it shall exercise are as follows:

(a) To buy, exchange, contract for, lease, and in any and all other ways acquire, take, hold, and own personal property of every character and description, and to sell, mortgage, lease, and otherwise dispose of the same, including, but not limited to, a Cessna 340 airplane;

(b) To acquire by purchase, exchange, lease, devise or otherwise, and to hold, own, maintain, manage, improve, develop and operate, and to sell, transfer, convey, lease, mortgage, exchange or otherwise dispose of or deal in or with, real property, wheresoever situated, and any and all

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SPAIN, GEORGIA

John P. McKleroy, Jr.

Birmingham, Alabama

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rights, interests or privileges therein, including, but not limited to, a condominium located at 95-D Seascap Resort, Destin, Florida; and to erect, construct, make, improve and operate, or to aid or subscribe toward the erection, construction, making, improvement and operation of offices, warehouses, plants, mills, stores, laboratories, studios, workshops, buildings, and other establishments and installations, and equipment, machinery, apparatus and other facilities, of every kind and description;

(c) To buy and sell accounts and mortgages;

(d) To purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of; trade, deal in and deal with goods, wares and merchandise and personal property of every kind and description; to acquire and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets and property; to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

(e) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created

by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as the owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof;

(g) To borrow or raise monies for any of the purposes of the corporation and, from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

(h) To loan to any person, firm or corporation any of its surplus funds, either with or without security;

(i) To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

(j) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.

(k) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Alabama upon corporations formed under the Alabama Business Corporation Act, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, in no wise be limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of

the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE III

The initial registered office of the corporation shall be at:

5600 Cahaba Valley,
Birmingham, Alabama 35243,

but the Board of Directors may, at any time, and from time to time, change the location of such registered office.

The initial registered agent designated by the incorporator at such address is M. T. Deason.

ARTICLE IV

The total number of shares of stock which the corporation shall have the authority to issue is 100,000 shares of the par value of \$1.00 per share, all of which shall be Common Stock having non-cumulative voting rights, amounting in the aggregate to \$100,000.00.

ARTICLE V

(a) The names and addresses of the incorporators are:

<u>Name of Incorporator</u>	<u>Address</u>
M. T. Deason	5600 Cahaba Valley Birmingham, Alabama 35243
Richard Meyer	1813 Sixth Avenue South Birmingham, Alabama
W. T. Williams, Jr.	600 Bellview Street Bessemer, Alabama 35021

(b) Initially there shall be three Directors, but the number of Directors may be changed from time to time by the By-laws. The names and addresses of the Directors chosen for the first year are:

<u>Name of Director</u>	<u>Address</u>
M. T. Deason	5600 Cahaba Valley Birmingham, Alabama 35243
Richard Meyer	1813 Sixth Avenue South Birmingham, Alabama
W. T. Williams, Jr.	600 Bellview Street Bessemer, Alabama 35021

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

The assets of the stockholder shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE VIII

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

To make, alter or repeal the By-laws of the corporation;

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;


To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;

By a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or By-laws of the corporation, and subject to the Alabama Business Corporation Act, shall have and may exercise the powers of the Board of Directors in the management of business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, that By-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member;

When and as authorized by the affirmative vote of the holder of two-thirds of the stock issued and outstanding having voting power given at a stockholders meeting duly

called upon such notice as is required by statute, or when authorized by the written consent of the holder of two-thirds of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto subscribed their names, this 24th day of January, 1985.

 (SEAL)
M. T. Deason

 (SEAL)
Richard Meyer

 (SEAL)
W. T. Williams, Jr.

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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 _____

DMW, Inc.

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

December 27, 1984 - expires 4-27-85

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

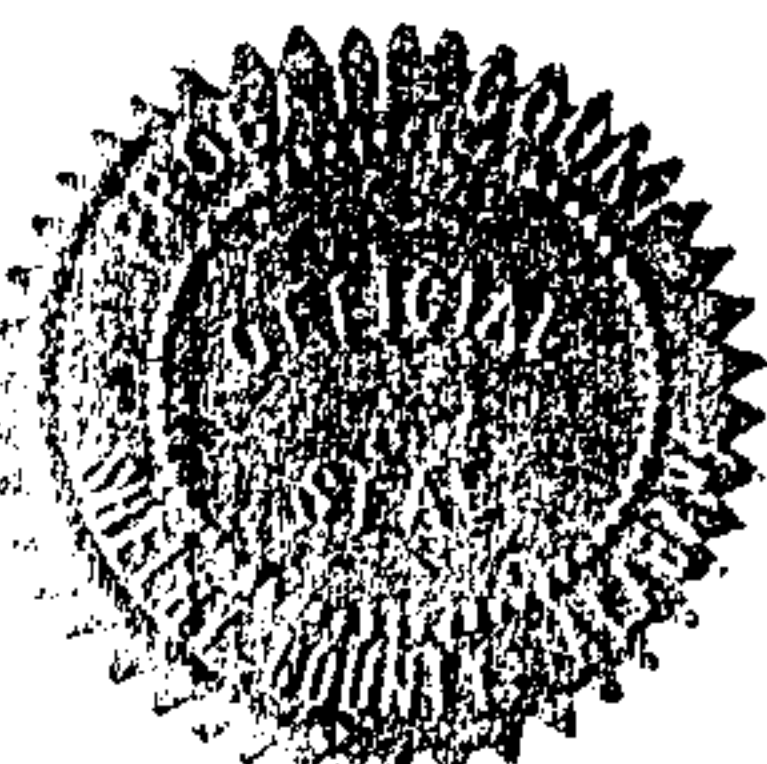
OF

DMW, 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 DMW, 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 DMW, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30th day of JANUARY, 1985.



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

1985 JAN 30 AM 8:57

THOMAS A. SPOWELL, JR.
JUDGE OF PROBATE

Thomas A. Spowell, Jr.

Judge of Probate

Rec 35.00
Jud 1.00
36.00