

2400

ARTICLES OF INCORPORATION
OF
DUNHILL ADVERTISING-PUBLIC RELATIONS, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is Dunhill Advertising-Public Relations, Inc.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purposes for which the corporation is organized are:

(a) to engage in the providing of advertising and/or public relations goods and services; and any and all other acts necessary or incident thereto.

(b) to engage in any and all other lawful business for which corporations may be incorporated under the Alabama Business Corporations Act.

ARTICLE FOUR
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 5228 Old Mill Circle, Helena, Alabama, 35080.

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ARTICLE FIVE
REGISTERED AGENT

The initial registered agent is Margaret H. Griffin, 5228 Old Mill Circle, Helena, Alabama, 35080.

ARTICLE SIX
CORPORATE POWERS

The corporation shall have and may exercise in pursuit of its corporate purposes these powers:

(a) Statutory Powers. To have and exercise all the powers conferred on corporations in the Alabama Business Corporation Act, and the restatement in this section of some of those powers shall not be construed as an exclusion of any powers so conferred or as a limitations on the exercise of all powers conferred by the Alabama Business Corporation Act.

(b) Incorporate and Manage Other Corporations. To be an incorporator, promoter, or manager of other corporations of any type or kind.

(c) Purchase Its Own Shares. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its own shares, whether direct or indirect, to the extent of its capital surplus available therefor, subject to the additional limitations provided for in Section 10-2A-22 of the Alabama Business Corporation Act.

(d) Acquisition of Other Business. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporations, associations, partnership, individuals or other entities.

(e) Borrow or Raise Money. To borrow or raise monies from time to time without limit as to amount; to execute, accept, endorse and deliver as evidence such borrowing, the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations hereunder

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by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the corporation, whether at the time owned or afterward acquired.

(f) Make Guaranties. To make any guaranty or contract or guaranty or surety respecting stocks, dividends, securities, indebtedness, interest, contracts, leases or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities.

(g) Establish Deferred Compensation Plans. To pay pensions and establish and carry out pension, profit sharing, stock options, stock purchase, stock bonus, retirement, benefit, incentive and compensation plans, trusts and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of its subsidiaries.

(h) Provide Life Insurance. To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any stockholder for the purposes of acquiring at his death shares of its stock owned by a stockholder.

(i) Patents. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters, patent and applications for them, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor, and tradenames and applications therefor.

(j) Pursuit and Exercise of Powers in Other Jurisdictions. The corporation may pursue its purposes and exercise its power in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of that state, territory, district or possession of the United States, or by the law of that country; and the corporation may limit the purposes that it proposes to carry out or the powers it proposes to exercising any application to do business in any state, territory, district or possession of the United States or in any foreign country.

ARTICLE SEVEN CAPITAL STOCK

The total amount of the authorized capital stock which said Corporation shall have authority to issue is 1000 shares of common stock of par value of \$1.00 each, for a total par value of \$1000.00.

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ARTICLE EIGHT
PREEMPTIVE RIGHTS

No stock shall be sold or otherwise alienated by any holder thereof until the same shall first be offered in writing at its book value to the corporation for thirty days; such writing to be filed with the secretary of the corporation and a copy thereof to be mailed to each known stockholder of the corporation. In the event the corporation does not exercise said option, or it gives notice in writing within said thirty days that it does not wish to exercise said option, then said stock shall be offered to the individual stockholders on a pro rata basis for a period of thirty days and any stockholder's share not so purchased, shall be offered to those stockholders exercising their option on a pro rata basis, it being the intent of this agreement that the corporation shall first have the option of the purchase of transfer of its stock, or any portion thereof. This restricted transfer applies to transfer between stockholders, as well as transfer to non-stockholders.

ARTICLE NINE
REGULATION OF INTERNAL AFFAIRS

The Corporation shall have the power to make by-laws for regulation and government of the Corporation, its agents, servants and officers and for all other purposes not inconsistent with the Constitution of and the laws of the State of Alabama.

ARTICLE TEN
DIRECTORS

The number of directors constituting the initial board of Directors shall be the same number as the number of persons listed in this Article Ten. The name and address of the person constituting the initial board of directors and who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualify, is as follows:

<u>Name</u>	<u>Address</u>
Margaret H. Griffin	5228 Old Mill Circle, Helena, Alabama 35080.

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ARTICLE ELEVEN
INCORPORATORS

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Margaret H. Griffin	5228 Old Mill Circle, Helena, Alabama 35080.

I, THE UNDERSIGNED, have subscribed my name this 30th day of October, 1986.


Margaret H. Griffin, Incorporator

THIS INSTRUMENT PREPARED BY:

J. Scott Boudreaux
604 38th Street South
Birmingham, Alabama, 35222-2414
205-591-6767



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 _____

Dunhill Advertising-Public Relations, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Dunhill Advertising-Public Relations, 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.

October 20, 1986 - expires 2-18-87

Date

Don Siegelman

Secretary of State

INC-1

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Dunhill Advertising-Public Relations, 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 Dunhill Advertising-Public Relations, Inc., duly signed pursuant to the provisions 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 Dunhill Advertising-Public Relations, 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 October, 19 86.

STATE OF ALABAMA
JUDGE OF PROBATE
INSTRUMENT NO. 1111

1986 OCT 30 PM 2:24

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 85.00
Jud 1.00
36.00