This instrument was prepared by:
Patrick H. Boone
1312 City Federal Building
Birmingham, Alabama 35203
Telephone No. (205) 324-2018

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ARTICLES OF INCORPORATION

OF

SPECIALTY CABLE INCORPORATED
1032 Commerce Boulevard
Post Office Box 550
Pelham, Alabama 35124

TO THE HONORABLE THOMAS A. SNOWDEN, JR., JUDGE OF PROBATE IN AND FOR SHELBY COUNTY, ALABAMA:

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The undersigned, Sylvia F. Allen and Vickey D. Collum, both being over the age of twenty-one years, desiring to organize a body corporate under the laws of the State of Alabama, acting as the incorporators of a business corporation under the Alabama Business Corporation Act as set forth in Title 10-2A-1, et seq., Code of Alabama, 1975, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is: "Specialty Cable Incorporated."

2. The objects and purposes for which the corporation is formed are:

To engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act, including specifically but not limited to the following:

(a) To engage in all forms of selling wire businesses; to engage in the business of buying and selling all materials, appliances, supplies and other articles necessary or convenient in connection with the said business and incidental thereto. To operate a business that sells wire. To operate any business related directly or indirectly with the wire industry.

(b) 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 dispose of and to exercise, carry out and enjoy any license, power, authority, concession right or privilege which any corporation may make or grant, and to pay for, aid in and contribute towards carrying this corporation's stock, bond and assets to defray the necessary costs, charges and expenses thereof.

(c) To manufacture, purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate plants, factories, mills, warehouses, yards, merchandise stores, laboratories, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.

(d) 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 the corporation.

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(e) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama, or any other state or foreign countries and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, 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 Alabama.

(f) To endorse, or otherwise guarantee or 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, of any other corporation or association, domestic or foreign, or of any firm, partnership or joint venture.

(g) To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or body politic.

(h) To acquire the good will, rights, assets and properties and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the 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.

(i) To borrow and lend money, without security or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment or otherwise, of real and personal property of every nature and description, or by way of guaranty or otherwise.

(j) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(k) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, deed of trust, pledge or otherwise.

(l) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description, and leases respecting the same, and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(m) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(n) To enter into any plan or project for the assistance and welfare of its employees.

(o) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions or cooperation, as partners, joint venturer or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(p) To have one or more officers to carry on all of its operations and business without restrictions or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, territory, district, possession, colony or country.

(q) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable, therefore, nevertheless to pledge or mortgage, all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, constructions, performance or other bond, mortgage or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venturer or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporation, associations or persons involved and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association or person: (1) which owns stock in this corporation; or (2) which owns stock in another corporation which owns stock in this corporation; or (3) in which this corporation owns stock; or (4) in which another corporation owns stock, which also owns stock in this corporation; or (5) in which any one or more persons who own stock in this corporation also owns stock; or (6) which or who has entered into any contractual arrangement pursuant to which any such corporations or person undertakes corresponding or like obligations of endorsements, guarantee or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

(r) To carry on any other business in connection with the foregoing.

(s) To do any and all of the 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 and in any part of the world, as principal, factor, agent, contractor or otherwise, either along or in conjunction with any person, firm, corporation, association or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

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 stockholders 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 and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or in the business of insurance in any of its branches.

3. The location of the principal office of the corporation in

the State of Alabama, shall be at 1032 Commerce Boulevard in the City of Pelham, Shelby County, Alabama.

4. The total number of shares of stock which the corporation shall have authority to issue shall be five thousand shares of common stock of the par value of One Dollar, per share. The amount of capital stock with which the corporation will begin business will be Five Thousand Dollars, consisting of five thousand shares of the common stock of the corporation of the par value of One Dollar per share. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at any meeting of the shareholders.

5. The name and post office address of the officer designated by the incorporators to receive subscriptions to the capital stock of the corporation is Sylvia F. Allen, Post Office Box 550, Pelham, Alabama 35124.

6. (a) The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

Names, Post Office Addresses
and Number of Shares

Sylvia F. Allen
32 Overhill Road
Montevallo, Alabama 35115
2,500; and

Vickey D. Collum
2712 Corsair Drive
Birmingham, Alabama 35244
2,500.

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

Names and Post Office Addresses

Sylvia F. Allen
32 Overhill Road
Montevallo, Alabama 35115; and

Vickey D. Collum
2712 Corsair Drive
Birmingham, Alabama 35244.

(c) The names and post office addresses of the officers chosen for the first year are as follows:

Names, Title and
Post Office Addresses

Sylvia F. Allen
32 Overhill Road
Montevallo, Alabama 35115
President-Treasurer; and

Vickey D. Collum
2712 Corsair Drive
Birmingham, Alabama 35244
Vice President-Secretary.

7. The period for the duration of the corporation shall be perpetual.

8. This corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the corporation be solvent) as may be fixed from time to time by the Board of Directors, and may receive in payment thereof, in whole or in part, cash, labor done, personal property or real property, or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

This corporation may, from time to time, lawfully enter into any agreement with all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions, provided that such restrictions be stated upon each certificate representing such shares.

9. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

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10. The Board of Directors of the corporation is hereby empowered from time to time to authorize the issue and sale of warranties, in bearer or registered form or other instruments for the purchase of shares of stock of any class of the corporation within such period of time, or without limit as to time, to such aggregate number of shares, and at such price or prices per share, as the Board of Directors may determine. Such warrants or other instruments may be issued separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or share of the capital stock of any class of the corporation and for such consideration and on such terms and conditions as the Board of Directors may determine to be desirable.

11. Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the stockholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the stockholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation, but upon every stockholder thereof, to the same extent as if such statute had been in force and effect at the date of the making and filing of these Articles of Incorporation.

12. The President or any Vice President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation, and the Secretary or any assistant Secretary shall have authority to affix said seal to instruments requiring it and attest the same.

13. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To alter, amend and repeal the By-Laws of the corporation, but By-Laws so made by the directors may be altered or repealed by the directors and stockholders; and

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, if any, and what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

14. Each person who shall serve as a director or officer of this corporation shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon her, in connection with or resulting from any action, suit or proceeding to which she is, or may be made a party, by reason of her being or having been a director or officer of the corporation (and including settlements made with a view to a curtailment of litigation costs in amounts approved by the Board of Directors, but not including any case where, in the opinion of the counsel for the corporation, the directors or officers are liable, whether or not such person is a director or officer at the time such settlement is effected), at the time such costs or expenses are incurred by or imposed upon her, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable or to have been negligent, guilty of misconduct or otherwise derelict in the performance of her duty as such officer or director. The right of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

15. No contract or other transaction between this corporation and any person, firm, corporation or association and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way be affected by the fact that any of the directors of the corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interested in (either as a director, stockholder, officer, employee, member or otherwise) such person, firm, association or corporation. Any

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director of the corporation individually, or any firm or association of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that she, individually, or such firm or association is so interested, shall be disclosed or known to the Board of Directors or a majority of the members thereof as shall be present at any meeting of the Board of Directors, or of any committee or directors having the powers of the full board, at which action upon any such contract, transaction or other act is taken; and if such fact shall be so disclosed or known, any director of this corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors or of such committee, at which action upon any contract, transaction or act shall be taken, and may vote thereat with respect to such action with like force and effect as if she were not so related or interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that she is also a director of such subsidiary or affiliated corporation.

16. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and stockholders herein are granted subject to this reservation.

17. Attached hereto, marked as Exhibit "A" and made a part hereof is a statement, under oath, made by Sylvia F. Allen, the officer or agent authorized by the incorporators to receive subscriptions to the capital stock of the corporation, showing the amount of the capital

stock of the corporation subscribed for and the amount thereof which has been paid in. There is also attached hereto, marked as Exhibit "B" and made a part hereof a true and correct copy of the subscription list of said corporation, showing the amount of capital stock subscribed for by each of said incorporators and the manner in which such subscriptions are provided to be discharged.

18. The common capital stock of this corporation shall be considered §1244 stock as defined in the Internal Revenue Code of 1954, as last amended. It shall be issued in the amount of five thousand shares at a par value of One Dollar for a total consideration of Five Thousand Dollars within ninety (90) days of the filing of these Articles of Incorporation as provided in that certain Plan to Offer §1244 Stock adopted by the incorporators and to be proposed to the corporate Board of Directors. A copy of said plan is attached hereto, marked as Exhibit "C" and incorporated by reference as though set out fully herein.

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19. The address of the initial registered office of the corporation is 1032 Commerce Boulevard, Post Office Box 550, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Sylvia F. Allen, who also has an address of 1032 Commerce Boulevard, Post Office Box 550, Pelham, Alabama 35124.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation on this the 25th day of February, 1987.

Sylvia F. Allen

Sylvia F. Allen

Vickey D. Collum

Vickey D. Collum

EXHIBIT "A"

STATE OF ALABAMA

SHELBY COUNTY

Before me, the undersigned authority, a Notary Public, in and for said County, in said State, personally appeared Sylvia F. Allen, who is known to me and who being by me first duly sworn according to law, deposes and says: That she is the officer or agent designated and authorized by the incorporators of Specialty Cable Incorporated, a corporation, proposed to be incorporated under the laws of the State of Alabama, to receive the subscription to the capital stock of said corporation; that the amount of capital stock that has been paid in cash is Five Thousand Dollars, which amount is at least twenty (20%) percent of the stock authorized; that a true copy of the subscription list of capital stock of said corporation and the price paid in cash by each subscriber is attached hereto, marked as Exhibit "B" and made a part hereof; and that affiant now holds said cash for delivery to said corporation upon completion of the organization thereof.

Sylvia F. Allen

Sylvia F. Allen
Affiant

SWORN TO and **SUBSCRIBED** before me, on this the 25th day of February, 1987.

Patrick H. Boone

Notary Public

APPROVED, this the 25th day of February, 1987.

SPECIALTY CABLE INCORPORATED

By Sylvia F. Allen

Sylvia F. Allen
President/Treasurer and Director

By Vickey D. Collum

Vickey D. Collum
Vice President/Secretary
and Director

NOTARY PUBLIC

EXHIBIT "B"

SUBSCRIPTION LIST OF THE CAPITAL STOCK OF SPECIALTY CABLE INCORPORATED

We, the undersigned, do respectfully subscribe for and agree to take and pay in cash for the number of shares of capital stock of the par value of One Dollar per share of Specialty Cable Incorporated, a corporation, proposed to be organized under the laws of the State of Alabama, that is set opposite our signatures.

IN WITNESS WHEREOF, each of the undersigned subscribers has signed her name hereto, all opposite the number of shares subscribed for by each of the undersigned, this the 25th day of February, 1987.

Name and Signature	Number of Shares	Amount Paid in Cash
Sylvia F. Allen Sylvia F. Allen	2,500	$2,500.00
Vickey D. Collum Vickey D. Collum	2,500	$2,500.00

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THIS, the 25th day of February, 1987.

Sylvia F. Allen
Sylvia F. Allen

Vickey D. Collum
Vickey D. Collum

EXHIBIT "C"

PLAN TO OFFER §1244 STOCK

WHEREAS, the Board of Directors of Specialty Cable Incorporated, wishes to offer for sale and issue five thousand shares of its common capital stock authorized by its Articles of Incorporation; and

WHEREAS, it is further deemed desirable that the offer, sale and issue of such shares be carried out in such a manner that, in the hands of qualified shareholders, such shares will receive the benefits of §1244 of the Internal Revenue Code of 1954; and

WHEREAS, there is not now outstanding any offering, or portion thereof, of this corporation to sell or issue any of its stock; and

WHEREAS, this corporation is a small business corporation as defined in §1244(c) of the Internal Revenue Code of 1954.

NOW, THEREFORE, BE IT RESOLVED, that the President of the corporation and such other officers as she may designate be, and they hereby are, authorized and directed to offer for sale and sell, and to issue up to five thousand shares of common capital stock of the corporation at One Dollar per share, payable in cash or other property, during the period from the date hereof to ninety (90) days hereafter.

THIS, the 25th day of February, 1987.

Sylvia F. Allen

Vickey D. Collum

STATE OF ALABAMA

I, Glen Browder, 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 Specialty Cable Incorporated is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Specialty Cable Incorporated 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.

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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.

February 25, 1987- expires 6-26-87

Date

Glen Browder

Glen Browder Secretary of State

INC — 1

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

SPECIALTY CABLE INCORPORATED

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 SPECIALTY CABLE INCORPORATED, 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 SPECIALTY CABLE INCORPORATED, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of MARCH, 19 87.

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

1987 MAR -3 PM 1: 13

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

1. Recording Fee $ 35.00
2. Indexing Fee 1.00
TOTAL 36.00

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