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ARTICLES OF INCORPORATION

OF

SIGNWORKS, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporators, for the purpose of forming a corporation under the Code of Alabama, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be Signworks, Inc.

ARTICLE II

The purpose or purposes for which this corporation is formed are:

(1) To manufacture, buy, sell, trade, exchange, barter and otherwise deal in signs of all types, and to repair, alter, and assemble signs of all kinds and to do all things necessary or desirable in furtherance thereof.

(2) To do and engage in any business which a natural person can do.

(3) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.

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

(5) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(6) To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon, and to sell, lease, maintain, own, repair, and operate such properties.

(7) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

*Richard A. Carroll
1452 - Secretariat Dr.
Helena, Ala. 35080*

(8) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(9) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purpose of its business, and to buy, own and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments or conveyances therefor.

(10) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(11) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE III

The location and mailing address of the initial registered office of the corporation is 1452 Secretariat Drive, Helena, AL 35080 and the name of its initial registered agent at such address is Richard N. Carroll. The location of the principal place of business of the corporation is 1452 Secretariat Drive, Helena, AL 35080.

ARTICLE IV

The amount of the total authorized capital stock of this corporation shall be \$15,000.00 divided into 15,000 shares with a par value of \$1.00 per share.

The amount of total authorized capital stock with which this corporation shall begin business shall be \$15,000.00 divided into 15,000 shares with a par value of \$1.00 per share, all of said shares of stock being paid for by each subscriber therefor in U. S. Currency, said stock being issued as shown by the subscription list hereto attached and marked Exhibit "A".

ARTICLE V

The name and address of the officer and agent designated by the incorporators to receive subscriptions to the capital stock of this corporation is Richard N. Carroll.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed and paid for by each incorporator is as follows:

NAME	ADDRESS	NO. OF SHARES
Richard N. Carroll	1452 Secretariat Dr. Helena, AL 35080	5,000
Charles D. Morgan	749 Southern Hills Dr. Calera, AL 35040	5,000
Mary Long Rodgers	2032 Chandaway Dr. Pelham, AL 35124	5,000

ARTICLE VII

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

NAME	OFFICE	ADDRESS
Charles D. Morgan	PRESIDENT	749 Southern Hills Dr. Calera, AL 35040
Mary Long Rodgers	VICE-PRESIDENT	2032 Chandaway Dr. Pelham, AL 35124
Richard N. Carroll	SECRETARY/ TREASURER	1452 Secretariat Dr. Helena, AL 35080

ARTICLE VIII

The names and post office addresses of the directors of the corporation chosen for the first year are as follows:

Richard N. Carroll CHAIRMAN 1452 Secretariat Dr.
Helena, AL 35080

Mary Long Rodgers DIRECTOR 2032 Chandaway Dr.
Pelham, AL 35124

Charles D. Morgan MEMBER OF 749 Southern Hills Dr.
BOARD Calera, AL 35040

ARTICLE IX

The duration of this corporation shall be perpetual.

ARTICLE X

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or by By-Laws adopted in amendment thereto.

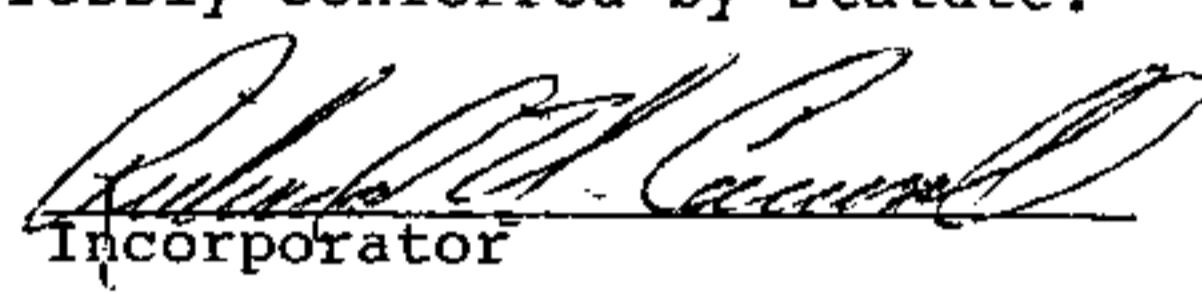
~~037~~ 358 In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make and alter the By-Laws of this corporation, but By-Laws so made by the Directors may be altered or repealed by the directors or stockholders.

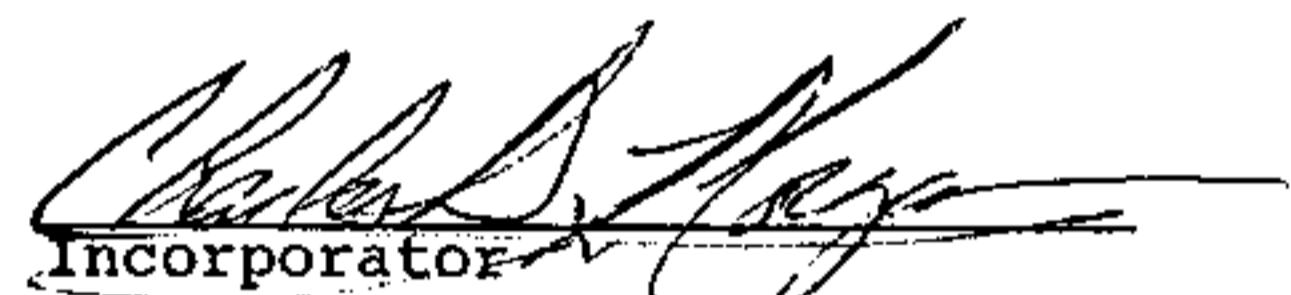
(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payments of dividends; to direct and determine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

(c) To make, from time to time, (so far as may be permitted by law) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

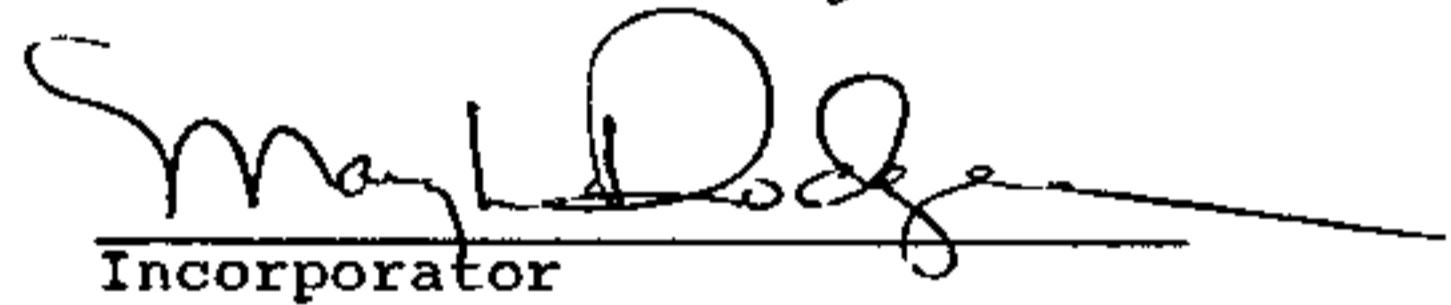
The corporation may, in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute.



John C. Carroll
Incorporator



Charles S. Hays
Incorporator



May L. Dodge
Incorporator

EXHIBIT "A"

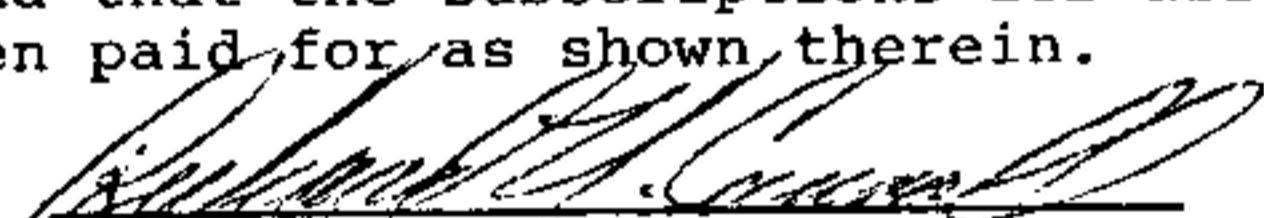
All of the 15,000 shares of stock subscribed for by the subscribers listed below are issued and hereby declared to be fully paid stock, payment therefor having been made by U. S. Currency for the number of shares set forth opposite the name of the subscriber listed hereinbelow:

NAME	NO. OF SHARES	DOLLARS	ADDRESS
Richard N. Carroll	5,000	\$5,000	1452 Secretariat Dr. Helena, AL 35080
Charles D. Morgan	5,000	\$5,000	749 Southern Hills Dr. Calera, AL 35040
Mary Long Rodgers	5,000	\$5,000	2032 Chandaway Dr. Pelham, AL 35124

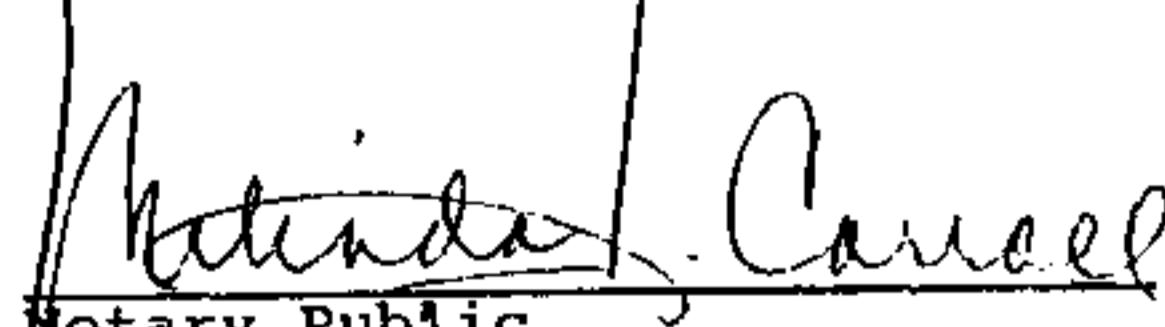
STATE OF ALABAMA)

JEFFERSON COUNTY)

037 PAGE 360
037 BEFORE ME, the undersigned authority in and for said County in said State, personally appeared Richard N. Carroll, who, being by me first duly sworn, deposes and says that he is the agent of Signworks, Inc., designated by the incorporators to receive subscriptions to the capital stock of said corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said corporation, together with the number of shares subscribed for by each, and that the subscriptions for all of the said stockholders have been paid for as shown therein.


Richard N. Carroll

Subscribed and sworn to before me this 25th day of
October, 1988.


Linda L. Caneel
Notary Public

Commission Expires: 11/10/90

This instrument prepared by:
MICHAEL MELTON
117 Twin Lakes Road
Trussville, AL 35173



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 Signworks, Inc. is reserved

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



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 12, 1988 - expires - 2-10-89
Date 91 11

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

SIGNWORKS, 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 SIGNWORKS, 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

SIGNWORKS, INC., and attaches

hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the FIRST day of NOVEMBER, 19 88.

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

88 NOV - 1 PM 2:52

Thomas A. Snodderly, Jr.
JUDGE OF PROBATE

3500
3600

Thomas A. Snodderly, Jr.

Judge of Probate