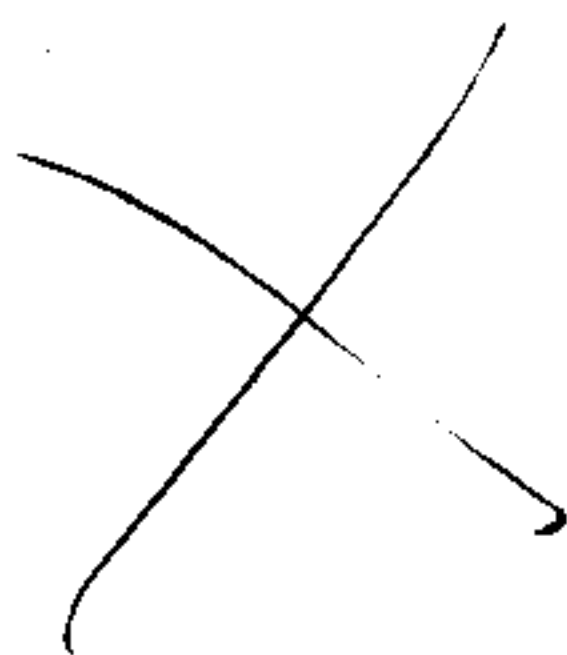




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ARTICLES OF INCORPORATION
OF
CHARLES BATES COMPANIES, INC.

STATE OF ALABAMA)
)
CHEROKEE, COUNTY)

TO THE HONORABLE JUDGE OF PROBATE:

The undersigned, acting as incorporator of a corporation under the laws of the State of Alabama, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name and style of the proposed corporation is
"Charles Bates Companies, Inc."

ARTICLE II

The period of existence of this Corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are:

(a) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

Paden & Paden
P.O. Box 605

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(b) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or

subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(f) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise 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 or purposes.

(g) To utilize and exercise such powers and rights as are conferred on corporations under the provisions of the

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statutes or laws of the State of Alabama, including, but not limited to, those powers enumerated in Alabama Code §10-2A-20 (1975).

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The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue is five thousand (5,000) shares of common stock of the par value of One and 00/100 (\$1.00) Dollar each, and the Corporation shall begin business with One Thousand and 00/100 (\$1000.00) Dollars Capital stock.

ARTICLE V

The dates on which the stockholders' annual meeting shall be held, the number of directors and their terms of office and the terms of office of the officers and their duties and powers shall be fixed by the Bylaws of the Corporation. Offices

may be created by the Bylaws and filled by the Board of Directors. The Corporation shall have the power to make Bylaws for the governing and regulation of the Corporation, its agents, servants, officers and employees.

ARTICLE VI

The address of the initial registered office of the corporation is 3436 Strollway Drive, Birmingham, Alabama 35226, and the name of its initial registered agent at its address is Charles Bates.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation is One (1), and the name and address of the person who shall serve as Director until the first annual meeting of the shareholders, or until his successor is elected and qualified is Charles Bates, 3436 Strollway Drive, Birmingham, Alabama 35226.

ARTICLE VIII

The name and address of the incorporator is as follows:

Charles Bates
3436 Strollway Drive
Birmingham, Alabama 35226

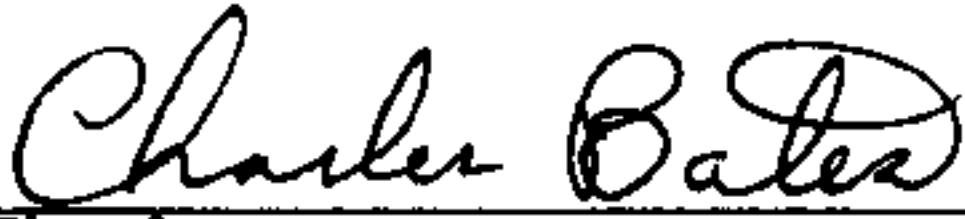
ARTICLE IX

This Corporation is formed as a Small Business Corporation and the stock authorized herein shall be stock of a

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Small Business Corporation as defined by Section 1244(c) of the United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed his name to these Articles of Incorporation on this the 29th day of August, 1989.



Charles Bates

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STATE OF ALABAMA

I, Perry A. Hand, 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 _____ Charles Bates Companies, Inc.

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

July 7, 1989- expires - 11-5-89

Date

Perry A. Hand

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION
OF

CHARLES BATES COMPANIES, 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 CHARLES BATES COMPANIES, 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 CHARLES BATES COMPANIES, INC., and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5th day of
SEPTEMBER, 1989

STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

89 SEP -5 PM 3:06

JUDGE OF PROBATE

Judge of Probate

Rec 35.00
Ind 3.00
38.00