

ARTICLES OF INCORPORATION
OF
M.S.G., INC.

STATE OF ALABAMA)

JEFFERSON COUNTY)

We, the undersigned persons, desiring to incorporate for the purpose of carrying on the businesses hereinafter set forth, as provided by the laws of the State of Alabama, in such cases made and provided, do hereby, in accordance with the provisions of such laws, file the following certificate:

ARTICLE ONE

The name of the corporation shall be M.S.G., Inc.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under Chapter 2(A), and in particular Section 10-2A-20, Title 10, Code of Alabama 1975, and in addition thereto the following, viz:

(a) To design, devise, invest, manufacture, install, remove, repair, inspect, report upon, buy, sell, handle, and deal in machinery, plants, apparatus, appliances, accessories, equipment, supplies, and means and materials, of all kinds, for the generation, production, transmission, transformation, accumulation, storage, distribution, supplying, application, and utilization of electricity for all purposes. To solicit, bid for, enter into, and perform contracts for the doing of electrical work and the furnishing of electrical machinery, appliances, accessories, materials, and supplies of all kinds.

(b) To own, buy, sell, mortgage, lease, rent or otherwise acquire all types of real and personal property, including without limitation, store fixtures, automobiles, trucks, transportation equipment, and generally to deal in real and personal property.

(c) To borrow money from persons, firms or corporations, and to execute debentures, notes, mortgages, deeds of trust, and any and all other kinds of instruments to secure any kind of such loans upon any and all of the corporations's real property, personal property, or mixed property, including the right to borrow money under any existing or hereafter enacted federal laws.

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*Pritchard, McCall
800 ... etc*

(d) To acquire and dispose of letters patent, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks, trade names, relating to usefulness in connection with the corporation.

(e) The corporation shall also be empowered to do business as Advanced Electric Company an M.S.G., Inc. company.

ARTICLE FOUR

The total authorized capital stock of the corporation shall be One Thousand Dollars (\$1,000.00), divided into 1,000 shares of the par value of One Dollar (\$1.00) per share. The right and privilege to increase or decrease the amount of stock, and to provide for the issuance of other or further classes or kinds of stock, bonds, debentures, is hereby reserved.

ARTICLE FIVE

The location of the initial registered office of said corporation shall be 2044-A Valleydale Terrace, Pelham, Alabama 35244, and the name of the initial registered agent at such address is Michael Morris.

ARTICLE SIX

The number of Directors constituting the initial Board of Directors shall be three; whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Morris	2044-A Valleydale Terrace Pelham, Alabama 35244
Frank Glass	2044-A Valleydale Terrace Pelham, Alabama 35244
James Stevens	2044-A Valleydale Terrace Pelham, Alabama 35244

ARTICLE SEVEN

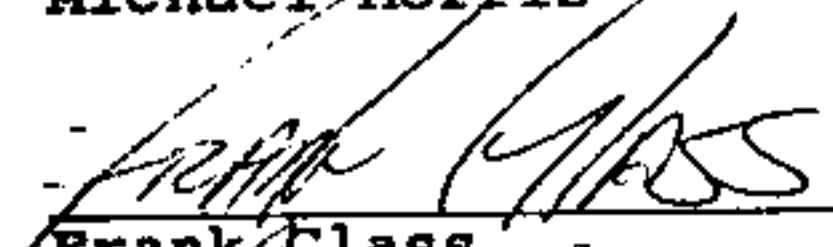
The names and mailing addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Morris	2044-A Valleydale Terrace Pelham, Alabama 35244
Frank Glass	2044-A Valleydale Terrace Pelham, Alabama 35244
James Stevens	2044-A Valleydale Terrace Pelham, Alabama 35244

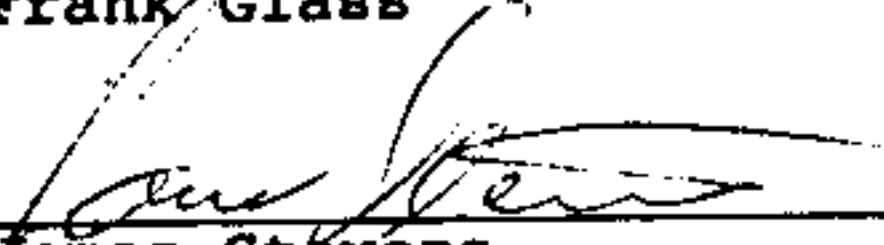
We, the undersigned, being the incorporators of the above corporation, have hereunto set our hands and seals on this the 2ND day of January, 1990.



Michael Morris (SEAL)



Frank Glass (SEAL)



James Stevens (SEAL)

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

M. S. G., Inc.

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, based upon an examination of the corporation records on file in this office, the corporate name "M. S. G., Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Michael McKerley, 800 Financial Center, Birmingham, AL 35203 for a period of one hundred twenty days beginning December 19, 1989 and expiring April 19, 1990.



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 December 19, 1989.

Perry A. Hand
Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

M.S.G., 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 M.S.G., 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 M.S.G., INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of JANUARY, 1990

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

90 JAN -3 AM 10:47

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Recd 35.00
Jud 3.00
38.00