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This instrument prepared by:

Robert C. Walthall, Esq.
Bradley, Arant, Rose & White
1400 Park Place Tower
Birmingham, Alabama 35203

ARTICLES OF INCORPORATION
OF
SFS, INC.

1. The name of the corporation is SFS, Inc.
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, in particular, the purchase and ownership of stock in other corporations from time to time.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 10,000 shares of common stock, par value \$1.00 per share.
5. The location and mailing address of the initial registered office of the corporation are 2100 Riverchase Center, Suite 400, Birmingham, Alabama 35244, and the name of its initial registered agent at such address is William D. Matthews.
6. The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
William D. Matthews	2100 Riverchase Center Suite 400 Birmingham, Alabama 35244

Charles A. Reid

2100 Riverchase Center
Suite 400
Birmingham, Alabama 35244

7. The name and address of each incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
William D. Matthews	2100 Riverchase Center Suite 400 Birmingham, Alabama 35244
Charles A. Reid	2100 Riverchase Center Suite 400 Birmingham, Alabama 35244

8. Each shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

The undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this 24th day of May, 1990.

William D. Matthews
William D. Matthews

Charles A. Reid
Charles A. Reid

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND
SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

SFS, 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 "SFS, Inc." is reserved as available.

Shelby This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Robert C. Walthall, 1400 Park Place Tower, Birmingham, AL 35203 for a period of one hundred twenty days beginning January 31, 1990 and expiring June 1, 1990.

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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 January 31, 1990.

Perry A. Hand
Secretary of State

State of Alabama

SHELBY County

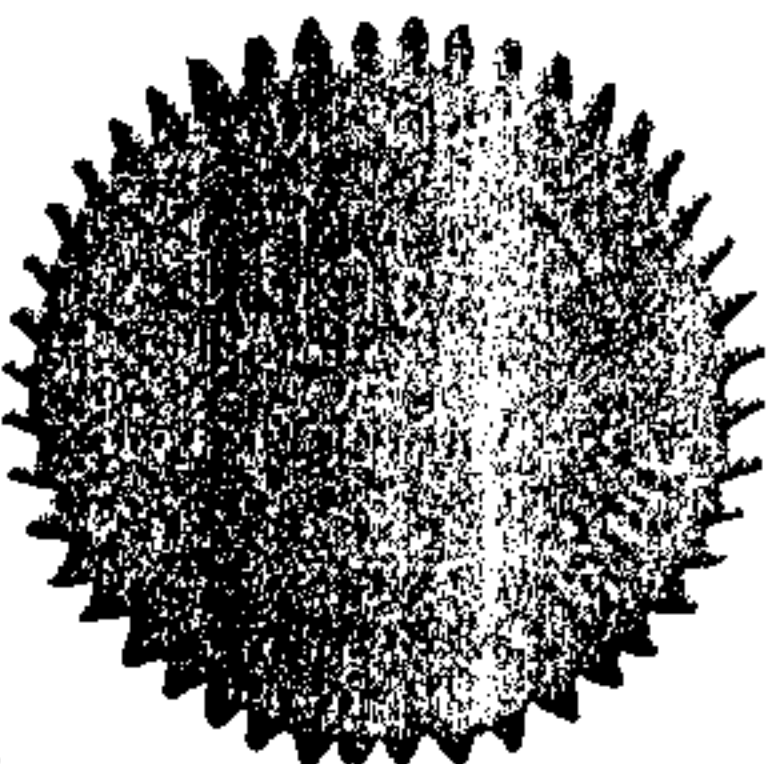
CERTIFICATE OF INCORPORATION OF

SFS, 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 SFS, 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 SFS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 24th day of MAY, 1990.



STATE OF ALABAMA
I CERTIFY THAT
INSTRUMENT WAS FILED

90 MAY 24 PM 3:25

Thomas A. Snowden Jr.
JUDGE OF PROBATE

Thomas A. Snowden Jr.

Judge of Probate

1. Deed Tax	\$
2. Mfg. Tax	\$
3. Recording Fee	\$ 38.00
4. Notary Fee	\$
5. ...	\$
6. ...	\$ 3.00
Total	\$ 38.00