

This instrument prepared by:

Thomas J. Pack, Esq.  
Bradley, Arant, Rose & White  
1400 Park Place Tower  
Birmingham, Alabama 35203

ARTICLES OF INCORPORATION  
OF  
E. TAYLOR COX & ASSOCIATES, INC.

1. The name of the corporation is E. Taylor Cox & Associates, 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, but not limited to the transaction of insurance business.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1,000 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 104 Inverness Center, Suite 500, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is E. Taylor Cox.
6. 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 is to serve as director until the first annual meeting of shareholders and until his successor is elected and shall qualify are as follows:

Name

Address

E. Taylor Cox

104 Inverness Center, Suite 500  
Birmingham, Alabama 35242

7. The name and address of the incorporator of the corporation is E. Taylor Cox, 104 Inverness Center, Suite 500, Birmingham, Alabama 35242.

8. No 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 incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 28th day of December, 1990.

  
E. Taylor Cox

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# OFFICE OF THE SECRETARY OF STATE

State of Alabama

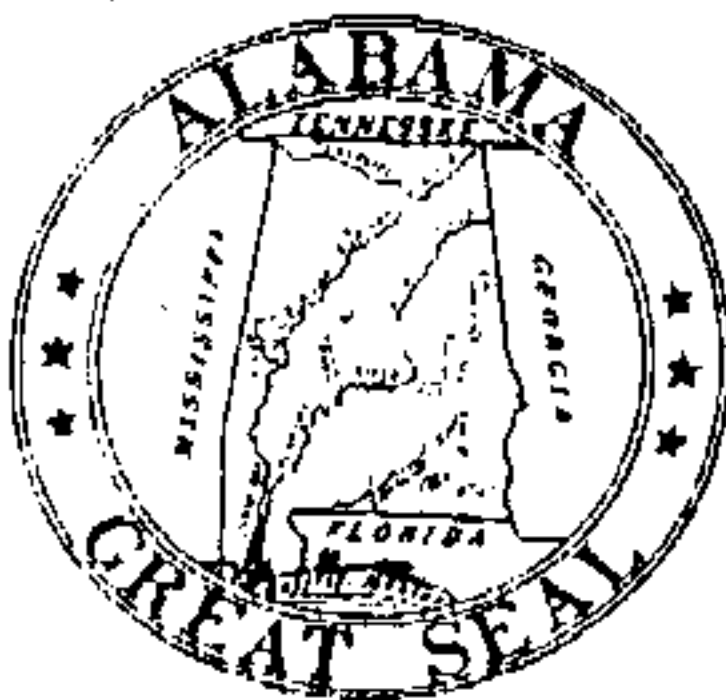
**PERRY A. HAND**  
SECRETARY OF STATE

## NAME RESERVATION CERTIFICATE FOR

**E. Cox Taylor & Associates, 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 "E. Cox Taylor & Associates, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Celeste Johns, 1400 Park Place Tower, Birmingham, AL 35203 for a period of one hundred twenty days beginning December 27, 1990 and expiring April 27, 1991.



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 27, 1990.

A handwritten signature in cursive script, reading "Perry A. Hand".

Perry A. Hand  
Secretary of State

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# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

E. COX TAYLOR & ASSOCIATES, 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 E. COX TAYLOR & ASSOCIATES, 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 E. COX TAYLOR & ASSOCIATES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 28th day of DECEMBER, 19 90.

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

90 DEC 28 PM 12:09

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

1. Deed Tax	\$	
2. Mfg. Tax	\$	
3. Recording Fee	\$	35.00
4. Interest Fee	\$	3.00
5. Notary Fee	\$	
6. Certified Fee	\$	
Total	\$	38.00