

ARTICLES OF INCORPORATION

OF

AVP TECHNOLOGIES, INCORPORATED

STATE OF ALABAMA)

SHELBY COUNTY)

TO THE HONORABLE THOMAS A. SNOWDEN, JR., JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA:

FIRST: The name of the corporation shall be AVP Technologies, Incorporated.

SECOND: The principal place of business and registered office of the corporation shall be located in Shelby County, Alabama and its mailing address at the time of incorporation is 809 Brook Highland Lane, Birmingham, Alabama 35242. The registered agent at that address is Ann V. Perkins.

THIRD: The object, or objects, for which this corporation are formed are as follows:

To engage in organizational and personal development counselling.

To carry on a general manufacturing, selling, merchandising and trading business: to design, manufacture, assemble, buy, sell, distribute, own, hold, demonstrate, install, maintain, operate, prepare, lease, license, mortgage, import, export and in any other manner deal in and deal with, as principal, agent or otherwise, articles consisting wholly or partly of steel, iron, wood, plastics, or any other type of materials, patented articles, mechanical devices, machinery, appliances, equipment,

Richard A. Meelheim

goods, wares and merchandise of every kind, nature and character, together with raw materials, parts, supplies and any other articles or things necessary, useful or desirable in connection therewith: to acquire by purchase, lease or otherwise, erect, maintain, operate, own, hold, lease, mortgage, sell, convey, exchange and in any other manner deal in and deal with manufacturing plants, factories, work shops, warehouses, stores and buildings of all kinds, together with tools, machinery and equipment necessary or desirable for the conduct of the business.

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, within or without the State of Alabama.

To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Alabama.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or in any part of the property so purchased; to conduct in any lawful manner the whole

or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or otherwise dispose of shares of the capital stock, bonds or other evidence of indebtedness created by other corporations and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under patent, copyrights or otherwise.

To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the

property of the corporation at the time owned or thereafter acquired.

To purchase, hold, sell and transfer the shares of its capital stock except as otherwise limited herein.

To have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Alabama, without restriction as to place or amount.

To carry on any other business in connection therewith.

To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Alabama.

FOURTH: The total amount of authorized capital stock of said corporation shall be \$100.00 represented by 100 shares of stock of no par stock, but with a stated value of \$1.00 per share, all to be common stock of the same class and non-preferred. All of said shares of stock being paid for by each subscriber therefor in United States currency, said stock being issued as shown by the subscription list attached hereto and marked as Exhibit A.

FIFTH: The name and post office address of the officer or agent designated by the incorporator to receive subscriptions for the capital stock in said corporation is Ann V. Perkins, 809 Brook Highland Lane, Birmingham, Alabama 35242.

SIXTH: The name and post office address of the incorporator and the number of shares and the amount thereof subscribed by him or her is as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
Ann V. Perkins 809 Brook Highland Lane Birmingham, Alabama 35242	100	\$100.00

The names and post office addresses of the Directors of this corporation chosen for the first year and until their respective successors are elected and qualified are as follows:

Ann V. Perkins, Chairman
809 Brook Highland Lane
Birmingham, Alabama 35242

The names and post office addresses of the officer of the corporation chosen for the first year and until their respective successors are elected and qualified are as follows:

<u>Names</u>	<u>Offices</u>
Ann V. Perkins 809 Brook Highland Lane Birmingham, Alabama 35242	President/Secretary

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: This corporation shall possess all the powers necessary to conduct the business or businesses, and to carry out

the objectives herein expressed, and all those powers specially conferred upon corporations by and enumerated in the Alabama Business Corporation Act, together with all other powers bestowed upon such corporations under any of the laws of Alabama and hereinafter conferred by law, as well as those necessarily implied, together with the following additional powers:

(a) To lend money and take security therefor and to borrow money and give security therefor on any or all property of the corporation owned or leased by it.

(b) To engage in any business as natural persons may, not inconsistent with the provisions of law pertaining to the organization and regulation of corporations in the State of Alabama.

NINTH: The Shareholders shall not have preemptive rights.

TENTH: The dates on which the stockholders' annual meeting shall be held, the number of directors, their terms of office, powers and duties of the officers, their terms of office, compensation and other matters relating to the internal organization and operation of the corporation shall be fixed by the By-Laws of the corporation.

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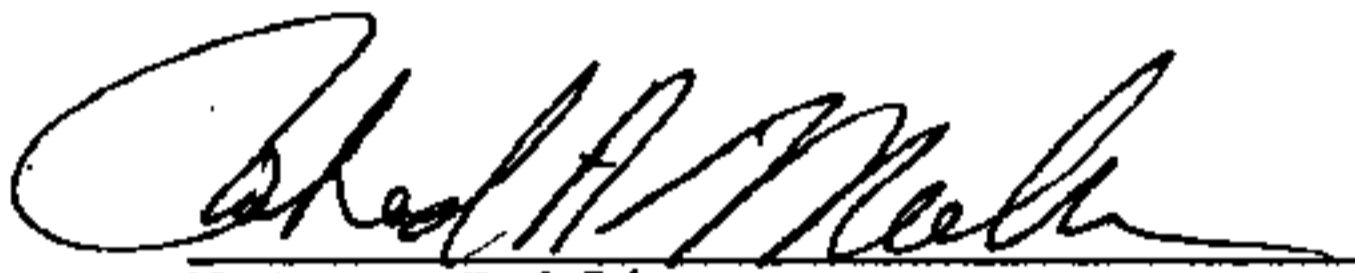
IN WITNESS WHEREOF, the undersigned incorporators, have hereunto set her hand and seal on this the 2nd day of January, 1991.

Ann V. Perkins (SEAL)
Ann V. Perkins

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that Ann V. Perkins, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal of office this 2nd day of January, 1991.



Notary Public

My Commission Expires: 12/3/94

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STATE OF ALABAMA)
JEFFERSON COUNTY)

EXHIBIT A

I, the undersigned, Ann V. Perkins, hereby subscribe to the number of shares of common stock of AVP Technologies, Incorporated, set out opposite my respective name at One Dollar (\$1.00) per share, and state that I have paid for said capital stock in cash or by the execution of contracts for the performance of stipulated labor or services, or for the transfer and conveyance of property, at a reasonable and fair value thereof, as indicated opposite my respective name:

<u>SUBSCRIBED</u>	<u>SHARES</u>	<u>AMOUNT</u>	<u>HOW PAID</u>
Ann V. Perkins	100	\$100.00	Cash
TOTAL	100	\$100.00	


Ann V. Perkins

Given under my hand and seal on this
the 2nd day of January, 1991.


NOTARY PUBLIC

STATE OF ALABAMA)
JEFFERSON COUNTY)


STATEMENT UNDER OATH AS TO AMOUNT
OF SUBSCRIPTION PAID

Before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Ann V. Perkins, who after first being duly sworn on oath, deposes and says that he is the person authorized by the incorporator of AVP Technologies, Incorporated to receive subscriptions of capital stock; that the amount of the capital stock which has been paid in is One Hundred Dollars (\$100.00) which is at least twenty percent (20%) of the capital stock subscribed for at this time; and that a true and correct copy of the subscription list has been prepared, showing which of the subscribers' payments have been received in cash, and the amounts paid by each, and which of the subscribers' contracts in writing have been executed for the performance of stipulated labor or services, or for the transfer or conveyance of property, in which they are privileged to discharge their subscriptions.

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Ann V. Perkins

Sworn to and subscribed before me
this 2nd day of January 1991.


My commission expires: 12-3-94



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

AVP Technologies, Incorporated

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 "AVP Technologies, Incorporated" is reserved as available.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Ann Perkins, 29655 Minglewood Lane, Farmington Hills, MI 48334 for a period of one hundred twenty days beginning October 26, 1990 and expiring February 24, 1991.

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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 October 26, 1990.

Perry A. Hand
Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

AVP Technologies, Incorporated

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 AVP Technologies, Incorporated, 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 AVP Technologies, Incorporated, 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, 19 91

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

91 JAN -3 PM 3:18

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Fees 3.00

38.00

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