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This Instrument Was Prepared By:

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Corley, Moncus & Ward, P.C.
2100 South Bridge Parkway
Suite 650
Birmingham, Alabama 35209

ARTICLES OF INCORPORATION

OF

QUALITY WORKS, INC.

AN ALABAMA CORPORATION

The undersigned, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is: Quality Works, Inc.

2. PERIOD OF DURATION: The period for the duration of the corporation shall be perpetual.

3. PURPOSES: The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

4. AUTHORIZED SHARES: The aggregate number of shares of stock which the corporation shall have the authority to issue shall be One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

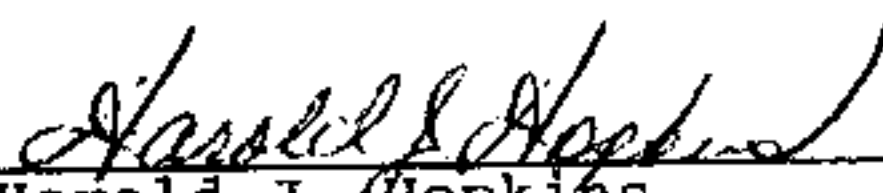
5. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address: Harold J. Hopkins, 5240 Valley Brook Circle, Birmingham, Alabama 35244.

6. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of two (2) persons. The name and address of the person who shall serve as director until the first annual meeting of the shareholders of the corporation or until the successor or successors to such director are elected and qualify is: Harold J. Hopkins, 5240 Valley Brook Circle, Birmingham, AL 35244; and Vicki R. Hopkins, 5240 Valley Brook Circle, Birmingham, AL 35244.

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7. INCORPORATORS: The name and address of the incorporator is: Harold J. Hopkins, 5240 Valley Brook Circle, Birmingham, Alabama 35244.

EXECUTED on this the 2nd day of July, 1991.



Harold J. Hopkins
Incorporator

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Quality Works, Inc.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~^{Shelby} County and is for the exclusive use of Clyde Moncus, 2100 South Bridge Pkwy, Birmingham, AL 35209 for a period of one hundred twenty days beginning June 24, 1991 and expiring October 23, 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 this day.

June 24, 1991

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF QUALITY WORKS, 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 QUALITY WORKS, 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 QUALITY WORKS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 9th day of JULY, 1991

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

Thomas A. Snowden, Jr.
Judge of Probate

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JUDGE OF PROBATE

Rec 35.00
Fees 3.00
38.00