

885

This Instrument Was Prepared By:

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✓ 2100 South Bridge Parkway
Suite 650
Birmingham, Alabama 35209

ARTICLES OF INCORPORATION

OF

WATTS, 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 adopts the following Articles of Incorporation:

BOOK 045 PAGE 82

1. NAME: The name of the corporation is: Watts, 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.

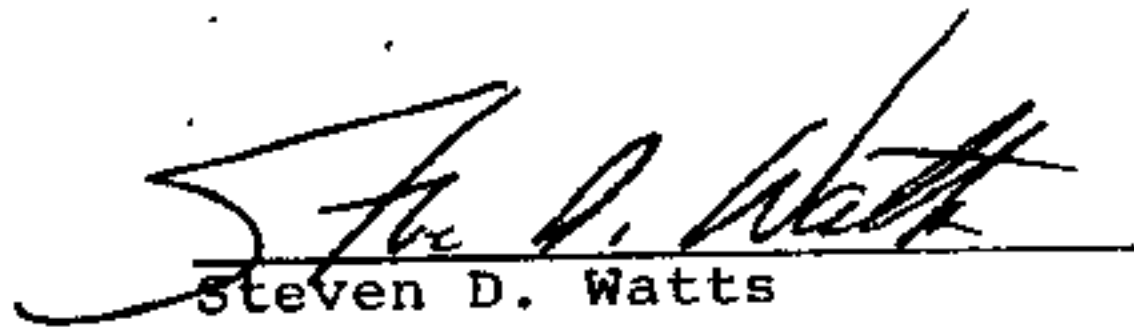
5. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address are: 3752 Kinross Drive, Birmingham, Alabama 35242; Steven D. Watts.

6. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of one (1) person. The name and address of the person who shall serve as sole 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: Steven D. Watts; 3752 Kinross Drive, Birmingham, Alabama 35242.

Hilary Ross

7. INCORPORATORS: The name and address of the incorporator is: Steven D. Watts, 3752 Kinross Drive, Birmingham, Alabama 35242.

EXECUTED on this the 11 day of September, 1991.


Steven D. Watts
Incorporator

BOOK 045 PAGE 83

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:

Watts, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Gene Gray, 2100 Southbridge Pkwy Ste. 650, Birmingham, AL 35209 for a period of one hundred twenty days beginning September 6, 1991 and expiring January 5, 1992.

BOOK 045 PAGE 84



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.

September 6, 1991

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY County

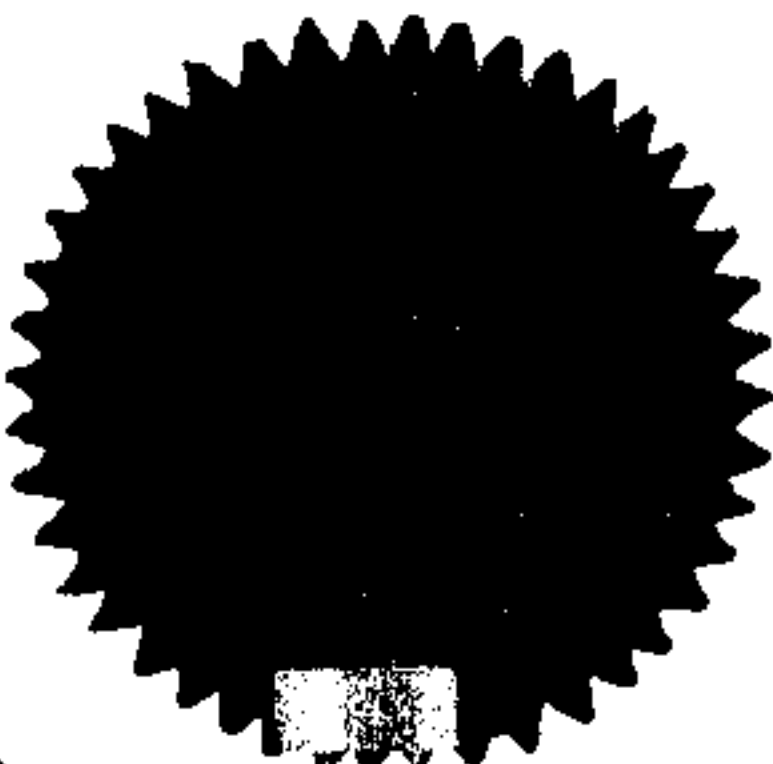
CERTIFICATE OF INCORPORATION OF

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

GIVEN Under My Hand and Official Seal on this the 13th day of SEPTEMBER, 19 91



I CERTIFY THIS INSTRUMENT WAS FILED

91 SEP 13 AM 9:30

JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Recd 35.00
Jud 3.00
38.00