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ARTICLES OF INCORPORATION

CENTRAL BUILDING & LAND DEVELOPMENT, INC.

STATE OF ALABAMA)

SHELBY COUNTY)

TO THE HONORABLE JUDGE OF PROBATE:

The undersigned, acting as incorporators of a corporation under the code of Alabama, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name and style of the proposed corporation is "Central Building & Land Development, Inc."

ARTICLE II

The period of existence of this Corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are:

(a) To develop land suitable for erecting residences and other buildings.

(b) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge,

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deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible,, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants, and employees, and

to enter into agreements of employment and collective bargaining agreements. and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

(e) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

(f) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(g) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects or purposes.

(h) To utilize and exercise such powers and rights as are conferred on corporations under the provisions of the statutes or laws of the State of Alabama, including, but not limited to,

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those powers enumerated in Title 10, §10-2A-20 of the Code of Alabama, 1975.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV

The aggregate number of share which the Corporation shall have the authority to issue is One hundred (100) shares of common stock of the par value of Ten and 00/100 (\$10.00) Dollars each, and the Corporation shall begin business with One Thousand and 00/100 (\$1,000.00) Dollars Capital stock.

ARTICLE V

The dates on which the stockholders' annual meeting shall be held, the number of directors and their terms of office and the terms of office of the officers and their duties and powers shall be fixed by the By-Laws of the Corporation. Offices may be created by the By-Laws and filled by the Board of Directors. The Corporation shall have the power to make By-Laws for the

governing and regulation of the Corporation, its agents, servants, officers and employees.

ARTICLE VI

The address of the initial registered office of the corporation is, P. O. Drawer I, U. S. 31 and I-65, Shelby Industrial Park, Calera, Alabama 35040 and the name of its initial registered agent at his address is Wallace W. Watson.

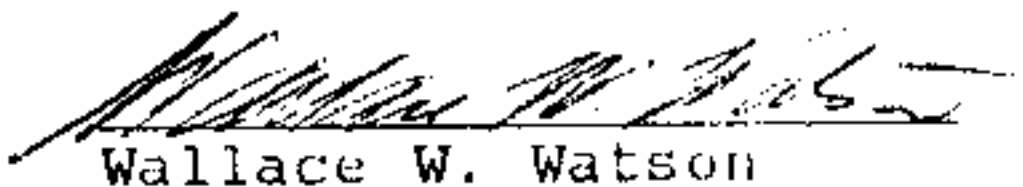
ARTICLE VII

The numbers of directors constituting the initial Board of Directors of the Corporation are two (2), and the names and addresses of the persons who shall serve as Directors are Wallace W. Watson, P. O. Drawer I, Calera, Alabama 35040 and James W. Adams, 339 Highway 301, Calera, Alabama 35040, until the first annual meeting of the shareholders, or until their successors are selected and qualified.

ARTICLE VIII

The names and addresses of the incorporators are as follows: Wallace W. Watson, P. O. Drawer I, Calera, Alabama 35040 and James W. Adams, 339 Highway 301, Calera, Alabama 35040.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation on this the 2 day of JAN., 1992.


Wallace W. Watson


James W. Adams

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:

Central Building & Land Development, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Wallace Watson, P O Drawer I, Calera, AL 35040 for a period of one hundred twenty days beginning November 12, 1991 and expiring March 12, 1992.

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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.

November 12, 1991

Date

Billy Joe Camp

Secretary of State

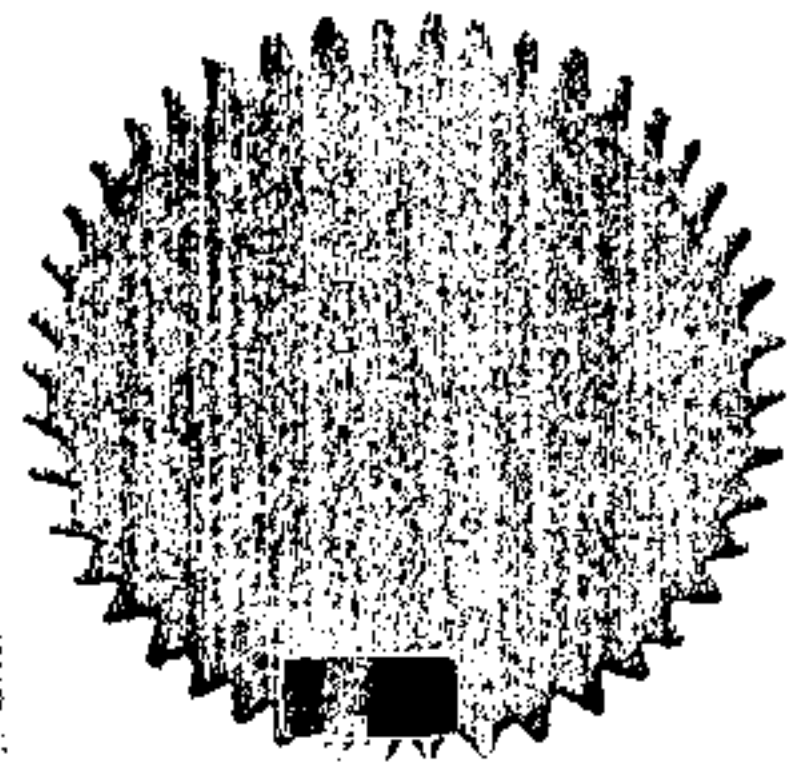
State of Alabama

Shelby CountyCERTIFICATE OF INCORPORATION
OF
Central Building & Land Development, 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 Central Building & Land Development, 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 Central Building & Land Development, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 22nd day of January, 19 92.



Thomas A. Snow Jr.

Judge of Probate

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35.00
3.00

38.00

JUDGE OF PROBATE