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ARTICLES OF INCORPORATION

OF

HOWARD BROS. INDUSTRIES, INC.

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

The undersigned, desiring to become a body corporate, do hereby file the following Articles of Incorporation, pursuant to Section 10-2-A-91, Code of Alabama, 1975, and the undersigned incorporators hereby make and subscribe their names to these Articles of Incorporation.

ARTICLE I: The name of the corporation shall be Howard Bros. Industries, Inc.

ARTICLE II: The objects and powers for which the corporation is formed are:

1) To establish, maintain, conduct and operate markets, stores, boutiques, and shops of every kind, nature, and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of merchandise, both at wholesale and retail, and acquire, construct and maintain, operate and sell or dispose of factories, plants, warehouses machinery and equipment, markets, stores, depots and gatherings, delivery routes and systems for such purposes.

2) To carry out any one or more of the purposes and objects herein enumerated as principal factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association or corporation.

3) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Alabama upon corporations organized pursuant to the laws under which the corporation is organized and all acts amendatory thereof, and supplemental thereof.

ARTICLE III: The initial location of the corporation shall be:
480 Reynolds Rd.
Vincent AL 35178

ARTICLE IV: The total authorized stock shall be 100 shares consisting of a par value of \$10 per share. All stock shall be common stock and non-assessable. The amount of capital with which the corporation will begin business is \$1000.00, all of which shall be paid by the initial stockholder.

ARTICLE V: The name and post office address of the initial DESIGNATED AGENT AND REGISTERED AGENT to receive subscriptions of said capital stock is:

Robert R. Howard
480 Reynolds Rd
Vincent AL 35178

ARTICLE VI: The names and addresses of the Officers and Directors until the first annual meeting and the number of shares of stock subscribed by each is as follows:

NAME	OFFICE	# SHARES
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Robert R. Howard	President & Treasurer	51
Ralph S. Howard	Vice President & Secretary	49

ARTICLE VII: The duration of the corporation shall be perpetual.

ARTICLE VIII: The corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein expressed and all those expressly conferred upon the corporation by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers;

1) To lend money and take security therefor, or to borrow money and give security therefor, on such terms as the Board of Directors may deem proper and available.

2) To purchase, acquire and own shares of its own capital stock or the capital stock of any other corporation.

3) To engage in business as natural persons may, not inconsistent with the provisions of law pertaining to corporations in the State of Alabama.

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS AND INITIAL STOCKHOLDERS DO SUBSCRIBE THEIR NAMES ON THIS THE 14 DAY OF March, 1992.

Robert R. Howard
Robert R. Howard

Ralph S. Howard
Ralph S. Howard

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THIS INSTRUMENT PREPARED BY:

James S. Truitt
James S. Truitt
2214 Hwy 78 W
Oxford AL 36203

Pamela H. Valente
NOTARY

MY COMMISSION EXPIRES FEB 15, 1993

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:

Howard Bros. Industries, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert R. Howard, 480 Reynolds Road, Vincent, AL 35178 for a period of one hundred twenty days beginning February 21, 1992 and expiring June 21, 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.

February 21, 1992

Date

A handwritten signature in black ink, appearing to read "Billy Joe Camp".

Billy Joe Camp

Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION

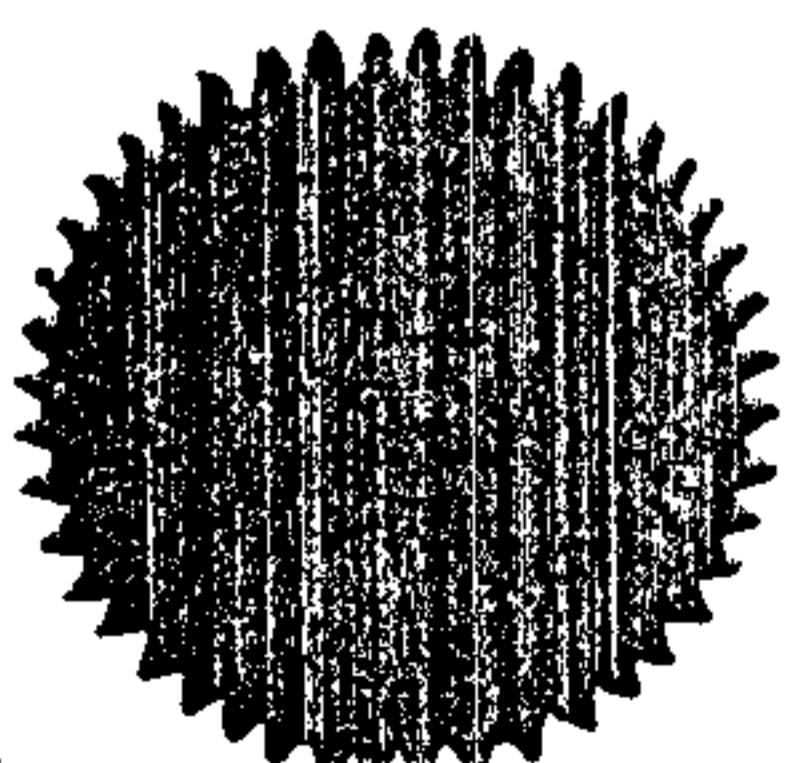
OF

Howard Bros. Industries, 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 Howard Bros. Industries, 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 Howard Bros. Industries, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 4th day of March, 19 92.



Thomas A. Snowday, Jr.

Judge of Probate

I CERTIFY THIS
DOCUMENT WAS FILED
92 MAR -4 PM 1:40

Rec 38.00
Fwd 3.00
38.00

RECEIVED
JUDGE OF PROBATE