

This instrument prepared by:

Thad G. Long, Esq.  
Bradley, Arant, Rose & White  
1400 Park Place Tower  
Birmingham, Alabama 35203

05/13/1992-0130  
12:52 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 MCD 88.00

ARTICLES OF INCORPORATION  
OF  
TOTAL CABLE, INC.

1. The name of the corporation is Total Cable, Inc.
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to the business of selling electrical cable and other electrical components of all sizes and types and conducting any and all activities related thereto.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1,000 shares of common stock, par value \$1.00 per share.
5. The location and mailing address of the initial registered office of the corporation are 200 Cahaba Park Circle, Suite 215, Birmingham, Alabama 35238, and the name of its initial registered agent at such address is Michael D. Allen.
6. The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

200 CAHABA PARK CIRCLE  
SUITE 215  
BIRMINGHAM, AL 35242

<u>Name</u>	<u>Address</u>
Michael D. Allen	200 Cahaba Park Circle Suite 215 Birmingham, Alabama 35238
<sup>W.</sup> Fred Moody	200 Cahaba Park Circle Suite 215 Birmingham, Alabama 35238

7. The name and address of each incorporator of the corporation is as follows:

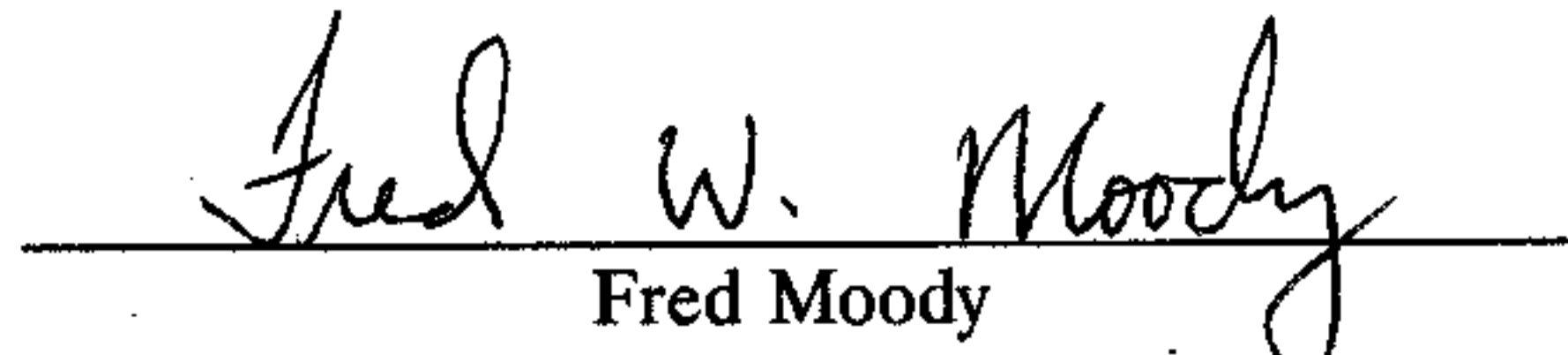
<u>Name</u>	<u>Address</u>
Michael D. Allen	200 Cahaba Park Circle Suite 215 Birmingham, Alabama 35238
<sup>W.</sup> Fred Moody	200 Cahaba Park Circle Suite 215 Birmingham, Alabama 35238

8. Each shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

The undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this 13<sup>TH</sup> day of May, 1992.

  
Michael D. Allen

  
Fred Moody  
<sup>W.</sup>

# 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:

Total Cable, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Thad G Long, 1400 Park Place Tower, Birmingham, AL 35203 for a period of one hundred twenty days beginning January 16, 1992 and expiring May 16, 1992.



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.

January 16, 1992

Date

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

Billy Joe Camp

Secretary of State

## State of Alabama

County

SHELBY

CERTIFICATE OF INCORPORATION  
OF

TOTAL CABLE, 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 TOTAL CABLE, 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 \_\_\_\_\_  
TOTAL CABLE, 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  
MAY, 19 92.

Thomas A. Snowden, Jr.  
Judge of Probate

05/13/1992-8130  
12:52 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 NCD 88.00