

ARTICLES OF INCORPORATION

OF

R & D HEAVY EQUIPMENT, INC.

The undersigned, for the purpose of forming a Corporation under the Alabama Business Corporations Act hereby adopts the following Articles of Incorporation:

1. The name of the Corporation is R & D Heavy Equipment, Inc.
2. The term of existence of the Corporation shall be perpetual.
3. The purpose for which this Corporation is organized shall be for the hiring use of heavy equipment and associated activities for profit, as well as the transaction of any or all lawful businesses for which a Corporation may be incorporated under the Alabama Business Corporation Act.
4. The Corporation shall have authority to issue an aggregate number of shares totalling one thousand (1000). Said shares shall consist of one class only, to-wit, common shares, for which the par value of each is one (\$1.00) dollar.
5. The Board of Directors of the Corporation shall maintain authority to amend these Articles to expand or alter the class of shares, to establish series, and fix and determine the variations in the relative rights and preferences between the series.
6. Shares of the Corporation may be freely transferred, except that a Shareholder desiring to transfer any such shares of the corporate stock shall first offer to the Corporation, or to any other Shareholder of the Corporation, or to any combination of the foregoing, prior opportunity, to be

M. H. Spears

BE251-3661 # 1931

exercised within a reasonable time, to acquire the "restrictive transfer" shares, at the reasonable market value thereof. Each Shareholder of the Corporation shall further have the preemptive right to purchase treasury shares of the Corporation.

7. The location and mailing address of the initial registered office, and the initial registered agent shall be:

William R. Hughes

Blue Loop 110

Montevallo, Alabama 35115

8. The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors be elected or qualify are:

William R. Hughes

Daniel R. Hughes

Frances Hughes

Blue Loop 110

Blue Loop 110

Blue Loop 110

Montevallo, AL 35115

Montevallo, AL 35115

Montevallo, AL 35115

9. The names and addresses of the Incorporators are:

William R. Hughes

Daniel R. Hughes

Frances Hughes

Blue Loop 110

Blue Loop 110

Blue Loop 110

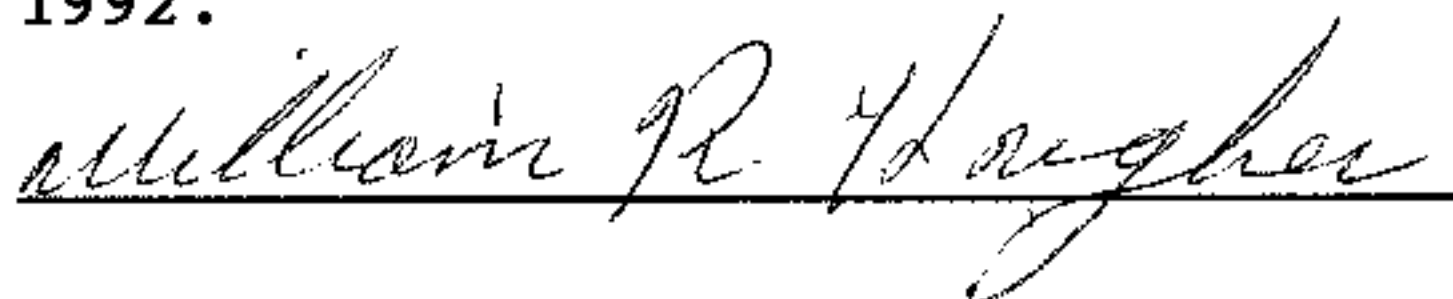
Montevallo, AL 35115

Montevallo, AL 35115

Montevallo, AL 35115

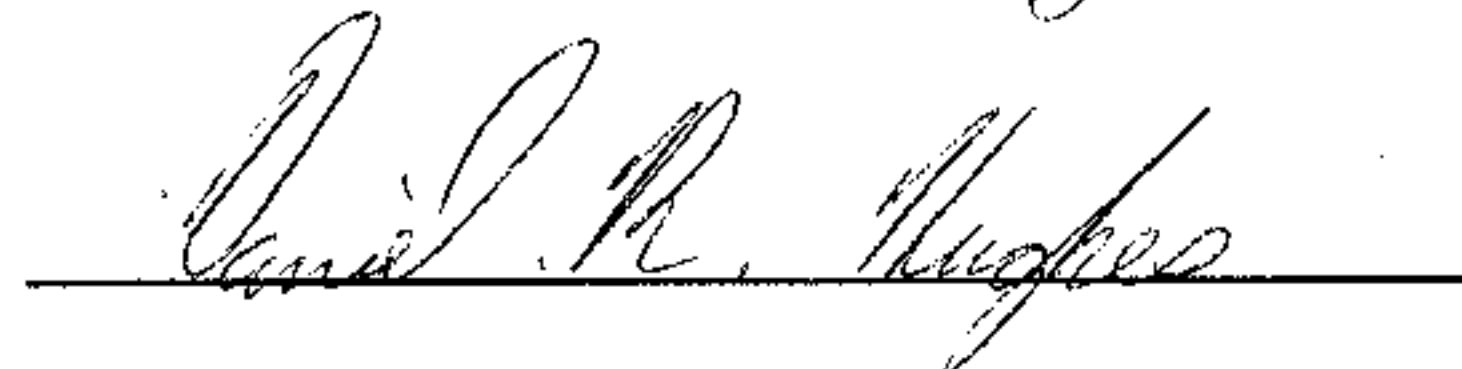
I, the undersigned have subscribed my name this 31st day of August,

1992.



William R. Hughes

Incorporator



Daniel R. Hughes

Incorporator



Frances Hughes

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:

R&D Heavy Equipment, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mitchell Spears, P O Box 119, Montevallo, AL 35115 for a period of one hundred twenty days beginning July 22, 1992 and expiring November 20, 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.

July 22, 1992

Date

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

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

R & D HEAVY EQUIPMENT

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 R & D HEAVY EQUIPMENT, 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 R & D HEAVY EQUIPMENT, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10 day of SEPTEMBER, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1992-19738

09/10/1992-19738
06:40 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 88.00