

This Instrument Was Prepared By:

Gene W. Gray, Jr.
Corley, Moncus & Ward, P.C.
2100 SouthBridge Parkway
Suite 650
Birmingham, Alabama 35209

ARTICLES OF INCORPORATION

OF

THE CLEVELAND GROUP, 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 adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is: The Cleveland Group, 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: 3597 Cumberland Trace, Birmingham, Alabama 35242; C. Robert Cleveland.

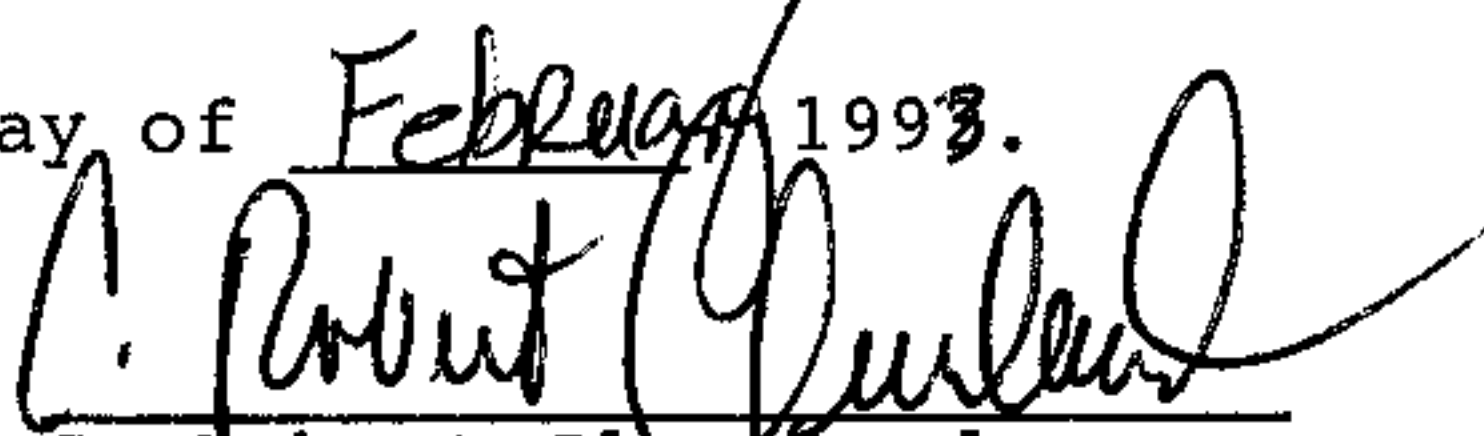
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6. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of two (2) persons. The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders of the corporation or until the successor or successors to such directors are elected and qualify are: C. Robert Cleveland, 3597 Cumberland Trace, Birmingham, Alabama 35242; Sherry A. Cleveland, 3597 Cumberland Trace, Birmingham, Alabama 35242.

7. INCORPORATORS: The name and address of the incorporator is: C. Robert Cleveland, 3597 Cumberland Trace, Birmingham, Alabama 35242.

EXECUTED on this the 3 day of February 1993.


C. Robert Cleveland
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:

The Cleveland Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Gene Gray, 2100 South Bridge Parkway, Birmingham, AL 35209 for a period of one hundred twenty days beginning January 27, 1993 and expiring May 28, 1993.



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 27, 1993

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 THE CLEVELAND GROUP, 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 THE CLEVELAND GROUP, 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 THE CLEVELAND GROUP, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3 day of FEBRUARY, 19 93.

Thomas A. Snowden, Jr.

Judge of Probate

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