

ARTICLES OF INCORPORATION

OF

SUCCESS MANAGEMENT, INCORPORATED

Pursuant to the provisions of the Alabama Business Corporation Act the undersigned hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SUCCESS MANAGEMENT, INC.

Article II

The duration of the corporation is perpetual.

Article III

Purposes

The corporation has been organized for the following purposes:

FACILITATE AND/OR DEVELOP PROGRAMS, NEWSPAPER ARTICLES, RADIO PROGRAMS, WORKBOOKS, ETC. FOR PERSONAL AND PROFESSIONAL DEVELOPMENT; PERFORM ALL THE TRAINING FUNCTIONS NECESSARY FOR TRAINING PURPOSES; ASSIST AND DESIGN PROGRAMS FOR OUTPLACEMENT SUPPORT, OUTREACH AND TRAINING FOR CLIENTS EFFECTED BY DISPLACEMENT; TROUBLE-SHOOT INTERNAL PROBLEMS AND DEVELOP PROGRAMS TO INITIATE POSITIVE IMPROVEMENTS OR SOLUTIONS; PROVIDE IN-HOUSE TRAINING IN SUCCESS MANAGEMENT; PROVIDE MARKETING STUDIES AND REPORTS FOR BUSINESSES, ORGANIZATIONS, ETC. AND LEAD SUPPORT GROUPS FOR THE AFOREMENTIONED PROGRAMS

and the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

Inst # 1993-10106

04/13/1993-10106
12:53 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 88.00

P.O. Box 725
Pelham, AL
35124

Article IV
Authorized Capital Stock

The number of shares which the corporation shall have the authority to issue is 100 and the par value of each share shall be \$0.25. If the shares are to be without par value, then "no par value" should be stated.

Article V
Registered Office/Agent

The location and street address (law requires a street address) of its initial registered office is 733 Bailey Brook Circle, Hoover, Alabama 35244 and the name of its initial registered agent at such address is Patricia Lawrence.

Article VI
Board of Directors

The number of Director(s) is two (2). The Director(s) names and address(es) is/are:

<u>Patricia Lawrence</u>	<u>733 Bailey Brook Circle</u> <u>Hoover, Alabama 35244</u>
<u>William F. Lawrence, Jr.</u>	<u>733 Bailey Brook Circle</u> <u>Hoover, Alabama 35244</u>

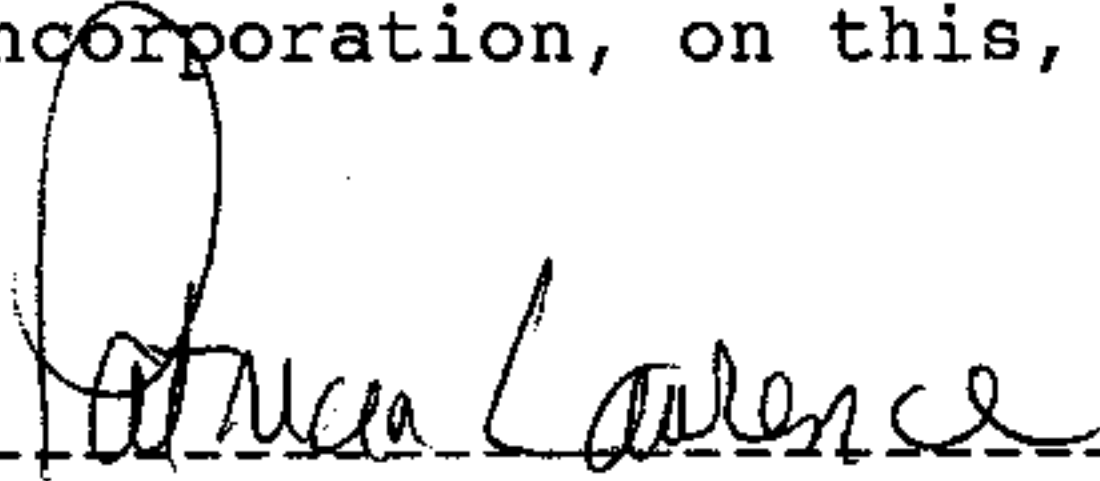
Article VII
Incorporators

The names and addresses of the incorporators are as follows:

<u>Patricia Lawrence</u>	<u>733 Bailey Brook Circle</u> <u>Hoover, Alabama 35244</u>
<u>William F. Lawrence, Jr.</u>	<u>733 Bailey Brook Circle</u> <u>Hoover, Alabama 35244</u>
<u>William F. Lawrence, III</u>	<u>733 Bailey Brook Circle</u> <u>Hoover, Alabama 35244</u>
<u>Michael F. Lawrence</u>	<u>733 Bailey Brook Circle</u> <u>Hoover, Alabama 35244</u>

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares may be added.

IN WITNESS THEREOF, the undersigned incorporator(s) have
executed these Articles of Incorporation, on this, the 18th
day of February, 1993.




Signature of Incorporator



Signature of Incorporator



Signature of Incorporator



Signature of Incorporator

THIS DOCUMENT PREPARED BY:

PATRICIA LAWRENCE

alastosproartsamp-rev 12/92

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:

Success Management, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Patricia Lawrence, Po Box 725, Pelham, AL 35124 for a period of one hundred twenty days beginning February 18, 1993 and expiring June 19, 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.

February 18, 1993

Date

A handwritten signature in black ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

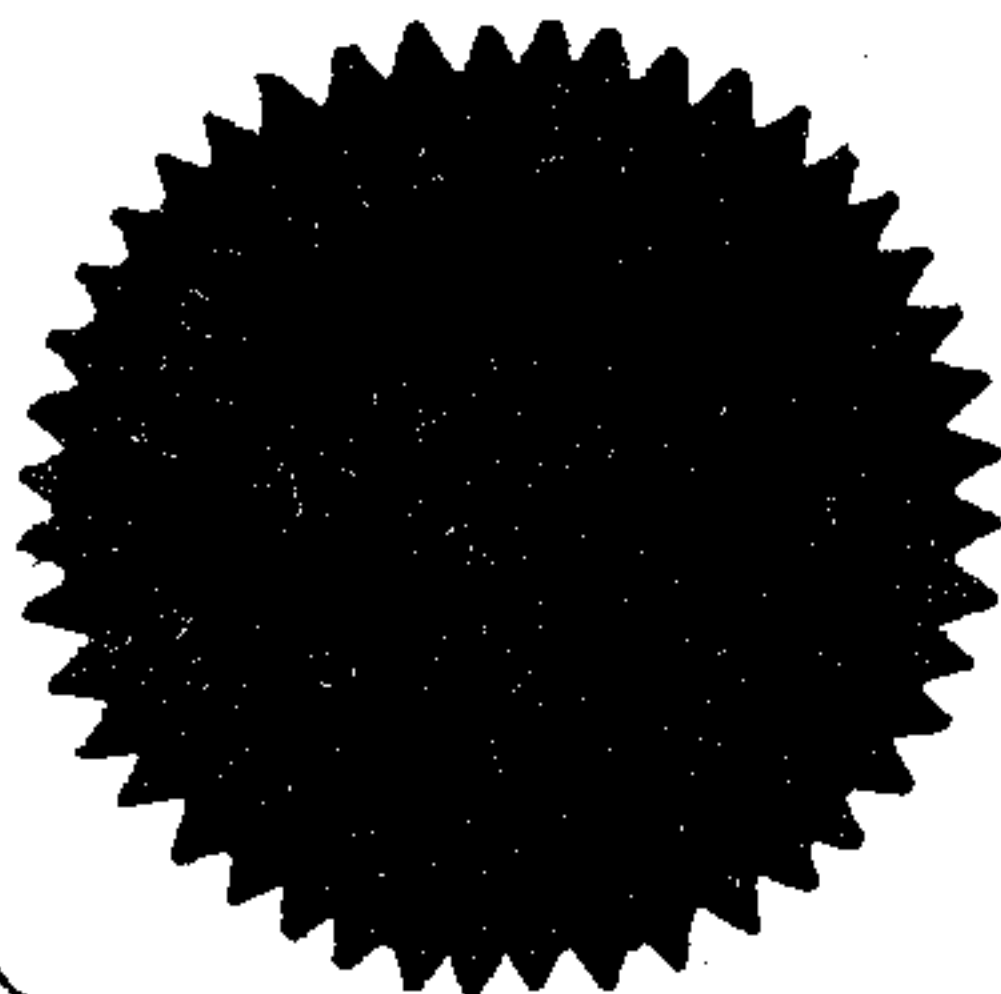
CERTIFICATE OF INCORPORATION OF

SUCCESS MANAGEMENT, 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 SUCCESS MANAGEMENT, 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 SUCCESS MANAGEMENT, 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 APRIL, 19 93.



Thomas A. Snowden, Jr.
Judge of Probate
Inst # 1993-10106

04/13/1993-10106
12:53 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 88.00