

ARTICLES OF INCORPORATION
OF
ATM RESPONSE OF ALABAMA, INC.

A Close Corporation

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ATM Response of Alabama, Inc., Inc.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the State of Alabama, and to participate in all types of business and activities which are allowed by the Laws of the State of Alabama, specifically but not limited to the repair, maintenance and servicing of bank automatic teller machines.

FOURTH: The corporation shall have the authority to issue 1000 shares of common stock, par value \$1.00 per share.

FIFTH: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 10-2A-41 and 10-2A-301 of the Code of Alabama, 1975:

(a) A stockholder, which designation includes any transferee by operation of law, who shall first offer it in writing to the corporation, which shall have fifteen (15) days to elect in

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writing to purchase the said stock at a pre-arranged value. If the corporation does not so elect, the Secretary shall give written notice of such fact to the non-selling stockholders on the earlier of the date of rejection or expiration of the offer, to the corporation, who shall have ten (10) days after the date of said notice to elect by written notice to purchase it at said value. A non-selling stockholder desiring to purchase after such notice, shall have the right to purchase such percentage of the stock as is arrived at by dividing the number of shares owned by him by the total number owned by all stockholders desiring to purchase. All notices shall be in writing and be sent by certified or registered mail, postage prepaid.

(b) The pre-arranged value shall be determined at the annual meeting to the stockholders.

(c) Failure to give notice of acceptance by the corporation or stockholder within the time allowed shall be deemed to be a rejection of the offer.

(d) If the offers are rejected by the corporation or stockholders, the selling stockholder shall be free of all restrictions hereunder.

SIXTH: All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) per person.

SEVENTH: The address of the initial registered office of the corporation is 1022 Willow Creek Way, Alabaster, Alabama 35007 and the name of its initial register agent at such address is Wayne H. Seals.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Wayne H. Seals, ATM Response of Alabama, Inc., Director
Robert E. Hamrick, ATM Response of Alabama, Inc., Director
Christopher J. James, ATM Response of Alabama, Inc., Director

NINTH: The name of and address of each shareholder is:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NO. SHARES</u>
Wayne H. Seals	1022 Willow Creek Way Alabaster, AL 35007	510
Robert E. Hamrick	1022 Willow Creek Way Alabaster, AL 35007	290
Christopher J. James	1022 Willow Creek Way Alabaster, AL 35007	200

DATED, this the 10th day of Jan, 1994.

Wayne H. Seals
Wayne H. Seals, Incorporator

STATE OF ALABAMA

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MAY 31 1994
LEGISLATIVE

I, Jim Bennett, 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:

ATM Response of Alabama, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Victor Miller, 3250 Independence Dr, Birmingham, AL 35209 for a period of one hundred twenty days beginning May 26, 1994 and expiring September 24, 1994.



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.

May 26, 1994

Date

Jim Bennett

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

ATM RESPONSE OF ALABAMA, 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 ATM RESPONSE OF ALABAMA, 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 ATM RESPONSE OF ALABAMA, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 15th day of JUNE, 19 94.



Thomas A. Snowden, Jr.

Judge of Probate

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