

ARTICLES OF INCORPORATION

of

THE CARLISLE CORPORATION,

a Close Corporation

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under the laws of the State of Alabama, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation shall be The Carlisle Corporation.

ARTICLE II

CLOSE CORPORATION

The Corporation shall be a Close Corporation as authorized by Article 11 of The Alabama Business Corporation Act.

ARTICLE III

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSES

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

The Corporation shall have the authority to issue ten thousand (10,000) shares of the common stock which shares shall be without par value. All of the issued common shares of the Corporation shall be subject to the following restriction on transfer:

No Shareholder may transfer any share or shares of the common stock of the Corporation until such Shareholder shall have first offered to the Corporation a prior opportunity to acquire any or all of such Shareholder's shares of the Corporation and the Corporation shall have sixty (60) days within which to exercise such opportunity to purchase all or any of such Shareholder's shares of the Corporation.

ARTICLE VI

HOLDERS OF RECORD

For purposes of determining the number of holders of record of the stock of the Corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one Shareholder.

Inst # 1994-21008

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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE VII

§1244 STOCK

The corporation shall be a "Small Business Corporation" and all stock issued by the Corporation shall constitute "Section 1244 Stock" as those terms are defined under §1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be 4917 Stonehenge Road, Birmingham, Alabama 35242 and the Corporation's registered agent at that address shall be Dennis W. Carlisle, Sr.

ARTICLE IX

MANAGEMENT

As a Close Corporation pursuant to Article 11 of the Alabama Business Corporation Act the business of the Corporation shall be managed by the Shareholders of the Corporation rather than by a Board of Directors.

ARTICLE X

INCORPORATORS

The names and addresses of the incorporators are as follows:

Dennis W. Carlisle, Sr.
4917 Stonehenge Road
Birmingham, Alabama 35242

Dennis W. Carlisle, Jr.
4917 Stonehenge Road
Birmingham, Alabama 35242

In TESTIMONY WHEREOF, the Incorporators have hereunto set their hands this 5th day of July, 1994.


DENNIS W. CARLISLE, SR.


DENNIS W. CARLISLE, JR.

STATE OF ALABAMA

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:

Carlisle Corporation

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Dennis Carlisle, 4917 Stonehenge Road, Birmingham, AL 35242 for a period of one hundred twenty days beginning June 21, 1994 and expiring October 20, 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.

June 21, 1994

Date

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

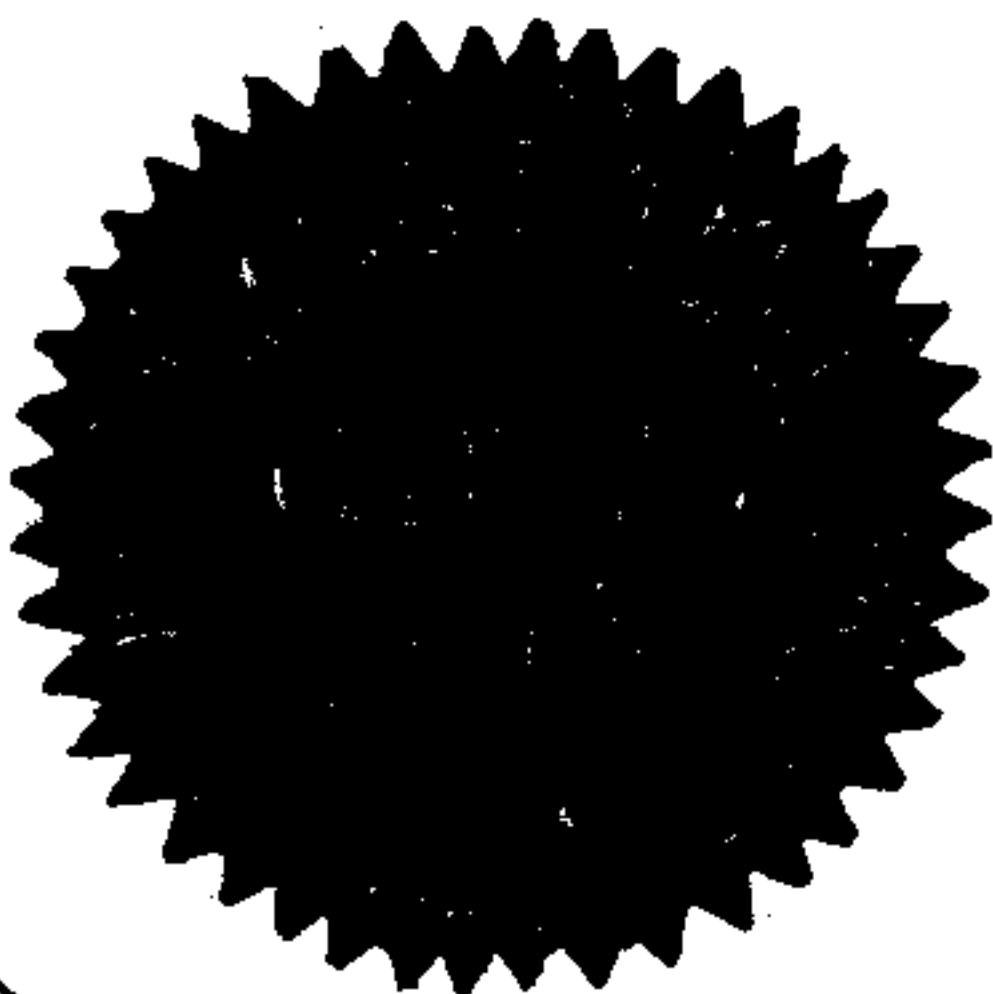
CERTIFICATE OF INCORPORATION OF

THE CARLISLE CORPORATION

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 CARLISLE CORPORATION, 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 CARLISLE CORPORATION, and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5TH day of
July, 19 94.



Thomas A. Snowden Jr.
Judge of Probate

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