

ARTICLES OF INCORPORATION
OF
MCCULLOUGH REHAB CONTRACTORS, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is McCullough Rehab Contractors, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) Sewer System Rehabilitation, cleaning and televising of underground piping systems and sewer systems.

b) To purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of and to deal and trade in goods, wares, merchandise, and personal property of any and every class and description and wherever situated.

(c) To buy, sell, mortgage, rent, improve, exchange, and otherwise acquire, hold, dispose of and deal in real property, both improved and unimproved; to build, repair, and alter houses and other buildings thereon and to manage, develop, improve and subdivide, either into residential or business subdivisions, real property.

(d) To undertake and carry on any business, transaction, or operation commonly undertaken or carried on by manufacturers, processors, financiers, and contractors, and generally to enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business works, contracts, undertakings and operations.

(e) To raise money by the issuing of shares and otherwise, to borrow money for its corporate purposes and to make, accept, endorse, guarantee, execute, issue bonds, bills of exchange and other obligations and to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness and any other property held by it, and to invest money so raised, borrowed or otherwise obtained in carrying out the objects of the corporation heretofore enumerated.

(f) To carry on any or all of its operations and business and to promote its objects within the State of Alabama or elsewhere, without restrictions as to place or amount and to do any or all of the things therein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, along or in company with others.

(g) And generally to do and perform the acts and enjoy the powers conferred by the general law of the State of Alabama; and in addition to the objects stated aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

Inst # 1995-00652

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10:14 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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The objects and purposes specified in each subparagraph of Paragraph 3 shall, unless otherwise expressly provided, be in no wise limited by reference to, or inference from, the terms of any other subparagraph 3, each of such subparagraphs being regarded as creating independent objects and purposes.

All words and clauses appearing in this Paragraph 3 are used in their broadest sense and shall be so construed.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock consisting of one class of common stock with a par value of \$1.00 per share. The shares shall be split as follows: Clarence H. Baldwin shall have 80% of the shares; Terry D. Bartley shall have 10% of the shares and Mark S. Lee shall have 10% of the shares.

FIFTH: Provisions for the regulation of internal affairs of the corporation are: None.

SIXTH: The address of the initial registered office of the corporation is 5455 Highway 51, Wilsonville, Alabama, 35186 and the name of its initial registered agent at such address is Clarence H. Baldwin.

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

Name	Address
Clarence H. Baldwin-President	4128 Kinross Circle Birmingham, Alabama 35242
Terry D. Bartley-Vice President	Box 105 New Harmony Road Hartsville, TN 37074
Mark S. Lee-Vice President	Route 1 Whitleyville, TN 38588

EIGHT: The name and address of each incorporator is:

Name	Address
Clarence H. Baldwin-President	4128 Kinross Circle Birmingham, Alabama 35242
Terry D. Bartley-Vice President	Box 105 New Harmony Road Hartsville, TN 37074
Mark S. Lee-Vice President	Route 1 Whitleyville, TN 38588

NINTH: in all elections for directors, every shareholder shall have the right to vote, in person, or in proxy, the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the

number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall see fit.

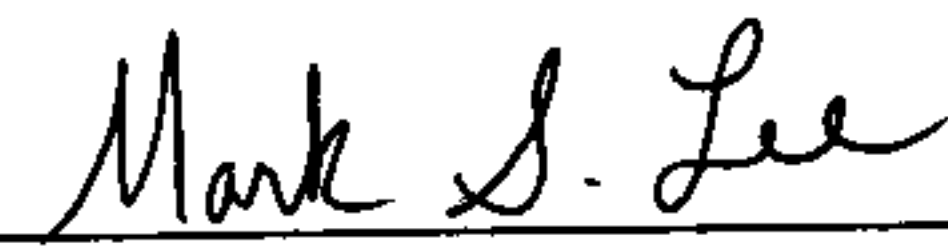
TENTH: A. The Board of Directors shall have power to alter, amend and repeal the by-laws of the Corporation or adopt new by-laws for the Corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend, or repeal any by-law which establishes the number of directors, the time or place of stockholders' meetings, or what constitutes a quorum at such stockholders' meetings, or which was adopted by the stockholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

B. The stockholders may alter, amend, repeal the by-laws of the Corporation or adopt new by-laws for the Corporation at any annual meeting or at a special meeting called for the purpose, and all by-laws made by the directors may be altered or repealed by the stockholders.

Dated the 3rd day of Jan, 1995.

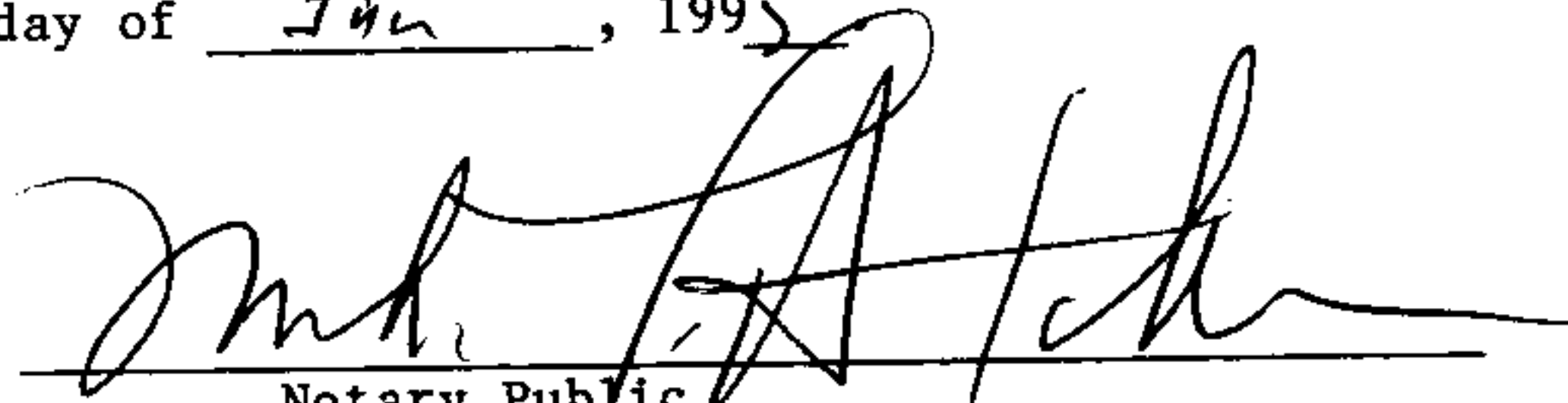

Incorporator


Incorporator


Incorporator

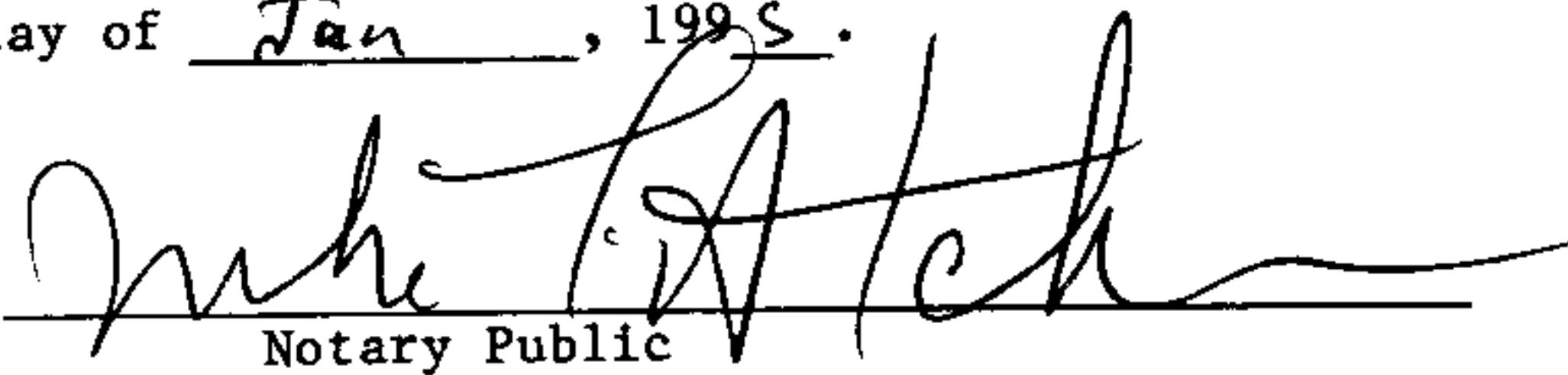
State of Alabama
Shelby County

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Clarence H. Baldwin, whose name is signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day that, being informed of the contents of such instrument, they executed the same voluntarily on the day the same bears date. Given under my hand and official seal this 3rd day of Jan, 1995.


Notary Public

State of Alabama
Shelby County

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Terry D. Bartley, whose name is signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day that, being informed of the contents of such instrument, they executed the same voluntarily on the day the same bears date. Given under my hand and official seal this 3rd day of Jan, 1995.


Notary Public

State of Alabama
Shelby County

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Mark S. Lee, whose name is signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day that, being informed of the contents of such instrument, they executed the same voluntarily on the day the same bears date. Given under my hand and official seal this 3rd day of Jan, 1995.


Notary Public

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:

McCullough Rehab Contractors, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mike Atchison, P O Box 822, Columbiana, AL 35051 for a period of one hundred twenty days beginning November 18, 1994 and expiring March 19, 1995.



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.

November 18, 1994

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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