

**ARTICLES OF INCORPORATION
OF
NIXON ENVIRONMENTAL CONSULTING, INC.**

The undersigned Incorporators, for the purpose of forming a Corporation under and pursuant to the provisions of the Alabama Business Corporation Act, as last amended, do hereby adopt the following Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law:

FIRST: The Corporation name is **NIXON ENVIRONMENTAL CONSULTING, INC.**

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the Corporation is organized are as follows:

(a) To engage in, conduct and carry out the business of environmental consulting, training and support.

(b) To lend money and to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and to take and hold real and personal property as security for the payment of funds so loaned or invested;

(c) To purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, grant a security interest in, pledge, hypothecate, deal in, and dispose of commodities, goods or services, and other real or personal property of every kind, and in any interest therein.

(d) To act as agent, representative, or receiver of any person, firm, Corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any Corporation, association, partnership, syndicate, entity, person or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the Corporation.

(f) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, Corporation, domestic or foreign, or of any domestic or foreign or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

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(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or of the powers herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Alabama; and to exercise all those powers expressly conferred on Business Corporations and enumerated in the Alabama Business Corporation Act, Ala. Code Title 10, and particularly as set forth in Section 10-2A-20 thereof, together with all other rights bestowed upon such Corporations under the laws of the State of Alabama.

(h) To do any and all things herein set forth, and in addition, such other acts and things as are necessary, or convenient to attainment of the purposes of this Corporation, or any of them to the same extent as natural persons might or could do in any part of the world, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a Corporation under any laws that may be now or hereafter applicable or available to this Corporation.

The provisions in the foregoing clauses are to be construed both as purposes and powers and shall be in no way limited or restricted by reference to or inference from the terms of any other clause of this, or of any other, article of this Certificate, but shall be regarded as independent purposes and powers, and the specification herein contained or particular powers is not intended to be, and shall not be held to be, in limitation of the powers granted to Corporations under the laws of the State of Alabama, but is intended to be, and shall be, in furtherance thereof. However, nothing herein contained shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 20,000 shares of common stock of the par value \$1.00 per share.

FIFTH: The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John W. Nixon, Jr.
312 Springs Avenue
Birmingham, Alabama 35242

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as director

until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
John W. Nixon, Jr.	312 Springs Avenue Birmingham, Alabama 35242

SEVENTH: The name and address of the Incorporators are:

<u>Name</u>	<u>Address</u>
John W. Nixon, Jr.	312 Springs Avenue Birmingham, Alabama 35242

EIGHTH: Each shareholder of the Corporation shall be entitled, as a matter of right, to subscribe for, purchase, receive or acquire as a preemptive right (on a pro rata basis based on the number of shares then held by each shareholder) any shares of stock or other securities convertible into stock of the Corporation that it may issue or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury.

NINTH: The shareholders shall have authority to adopt, amend, repeal or such rules, bylaws, and regulations for the governing of the Corporation as they may deem necessary or expedient.

TENTH: Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her, or its own name at any and all meetings of the shareholders of the Corporation, and said stock may be voted by the shareholders of record, either in person or by proxy.

ELEVENTH: The Corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by this Certificate of Incorporation.

TWELFTH: The shareholders shall have authority to fix the compensation of the directors and to establish a fixed or per diem fee for a director's attendance at a meeting of the Board of Directors.

THIRTEENTH: A holder of or subscriber to shares of a Corporation shall be under no obligation to the Corporation or its creditors with respect to such shares other than the obligation

to pay to the Corporation the full consideration for which such shares were issued or to be issued.

FOURTEENTH: The Corporation shall have a lien on the share of its shareholders for any debt or liability incurred to it by a shareholder before a notice of a transfer of levy on such shares and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Alabama.

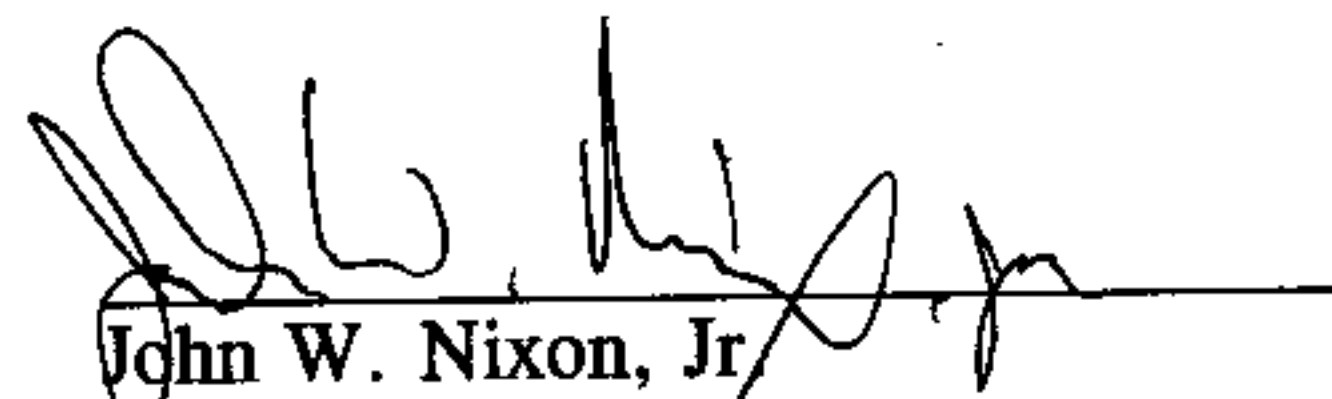
FIFTEENTH: The dates on which the shareholders' annual meeting shall be held, the number of directors and their terms of office, the officers to be elected, the officers' terms of office and the powers and duties of the officers, shall all be fixed by the bylaws of the Corporation. Other officers than those named may be created by the bylaws and filled by the Board of Directors.

SIXTEENTH: This Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by Certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this Corporation, provided that such restrictions be stated upon each Certificate representing such shares.

SEVENTEENTH: All persons who shall acquire stock in this Corporation, shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and the Corporation shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof.

EIGHTEENTH: This Corporation may from time to time lawfully enter into any agreement to which all the holders of record of the issued and outstanding shares of its capital stock shall be parties providing for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder or upon transfer by operation of law or court decree to a disqualified person.

Dated January 24, 1995.


John W. Nixon, Jr.
Incorporator

This instrument was prepared by:
Anna Lee Giattina, Esq.
ANNA LEE GIATTINA, P.C.
Suite 218 11th Avenue South
Birmingham, Alabama 35205
(205) 328-9111

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:

Nixon Environmental Consulting, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Nixon, 312 Springs Avenue, Birmingham, AL 35242 for a period of one hundred twenty days beginning January 17, 1995 and expiring May 18, 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.

January 17, 1995

Date

Jim Bennett

Secretary of State

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