

CERTIFICATE OF INCORPORATION

Eagle Marketing and Advertising, Inc.

STATE OF ALABAMA

SHELBY COUNTY

The undersigned, desiring to form themselves into a corporation under the laws of the State of Alabama, do hereby certify as follows:

1. The name of said corporation shall be Eagle Marketing and Advertising, Inc.
2. The registered agent for service of process is Jerry H. McDaniel and the registered office is 4212 Plantation Circle, Helena, Alabama, 35080, which is the same address as the location and principal office of said corporation.
3. The objects and purposes of said corporation shall be the operation of a marketing and advertising agency which features sales and distribution: to do all acts or things necessary or incidental to the carrying on of the said business; to lend money on open notes and to take security therefore by way of pledge, chattel, mortgage, mortgages on real estate; to borrow money and to pledge or mortgage assets of said corporation as security therefore; to buy and sell stock or interest in any corporations, partnerships or companies; to borrow money and to make and issue notes, bonds, debentures, obligations and evidences or indebtedness of all kind, whether secured by mortgage, pledge or otherwise, without limit as to amount and to secure the same by mortgage, pledge or otherwise and generally to make and perform agreements and contracts of every kind and description.

To the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds and any interest, estate and rights in real property and personal or mixed property and franchised, rights, licenses or privileges necessary, convenient, or appropriate for any of the purposes herein expressed.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account or deal with, all or any part of the property of the company and

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from time to time vary any investment or employment of capital of the company.

To acquire by purchase, subscription or otherwise and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations including this corporation or merge or consolidate with any corporation whose stock, bond, or other obligations are held in any manner guaranteed by the company, or in which the company is in anyway interested; to do any other acts or things for preservations, protection, improvements, or enhancement of the value of any such stock, bonds or other obligations, or to do any acts or things designed for any such purpose, and while the owner of any such stock, bonds or other obligations to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest, or both, or any bonds or other obligations and the performances of any contracts.

The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth and it shall have power to conduct and carry on its business or any part thereof, and to have one or more offices and to exercise all or any of its corporate powers and rights in the State of Alabama and in various other states, territories, colonies and dependencies of the United States, in the District of Columbia and in all or any foreign countries.

4. The location and principal office of said corporation shall be 4212 Plantation Circle, Helena, Alabama, 35080.

5. The total authorized capital stock of said corporation shall be One Thousand and No/100 Dollars (\$1,000.00) divided into One Hundred (100) shares of the nominal or par value of Ten and No/100 Dollars, (\$10.00) per share and the amount of capital stock which shall be paid in and with which it will begin business is One Thousand and No/100 Dollars (\$1,000.00).

6. The name and post office address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock of this corporation is: Jerry H. McDaniel, 4212 Plantation Circle, Helena, Alabama, 35080.

7. The name and post office address of the incorporator and the number of shares subscribed by each and the aggregate amount of such subscriptions are:

NAME:	ADDRESS:	SHARES:
Jerry H. McDaniel	4212 Plantation Circle Helena, Alabama 35080	100

8. The name and post office address of the directors and officers chosen for the first year and until their seccessors are elected and qualified are:

DIRECTORS

JERRY H. MCDANIEL	4212 Plantation Circle Helena, Alabama 35080
JERRY H. MCDANIEL	4212 Plantation Circle Helena, Alabama 35080

OFFICERS

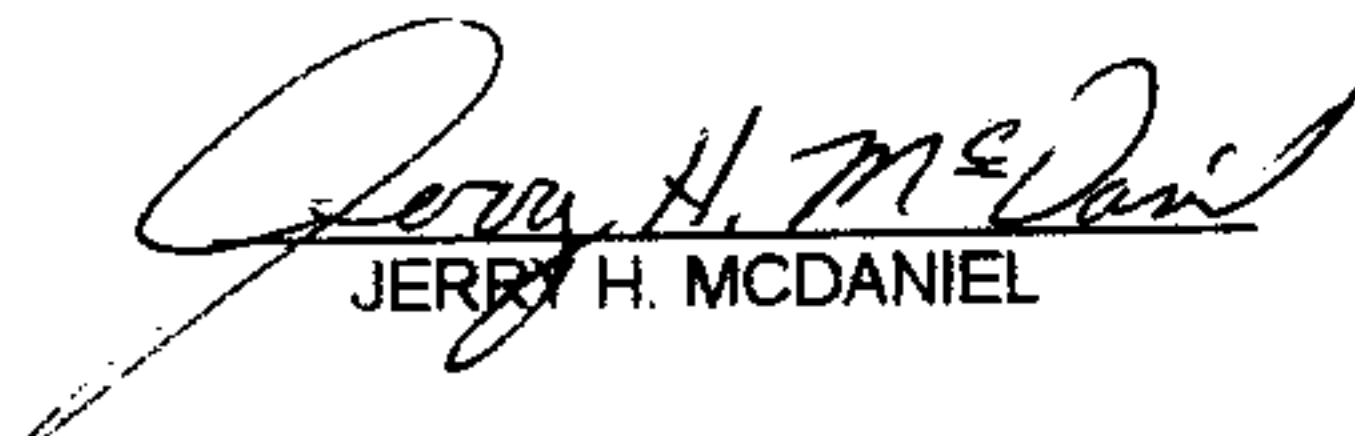
JERRY H. MCDANIEL	PRESIDENT	4212 Plantation Circle Helena, Alabama 35080
	SEC. - TREASURER	

9. Said corporation shall have perpetual experience.

10. The incorporators attach to this certificate a statement under oath made by the agent designated herein to receive subscriptions to the capital stock of this corporation which shows the amount of capital stock which has been paid in cash.

11. Any resolution of the Board of Directors of the Stockholders shall be valid and effective when reduced to writing and signed by all the Stockholders, if a resolution of the Stockholders had been held, proper notice is required by law given and the resolution duly adopted.

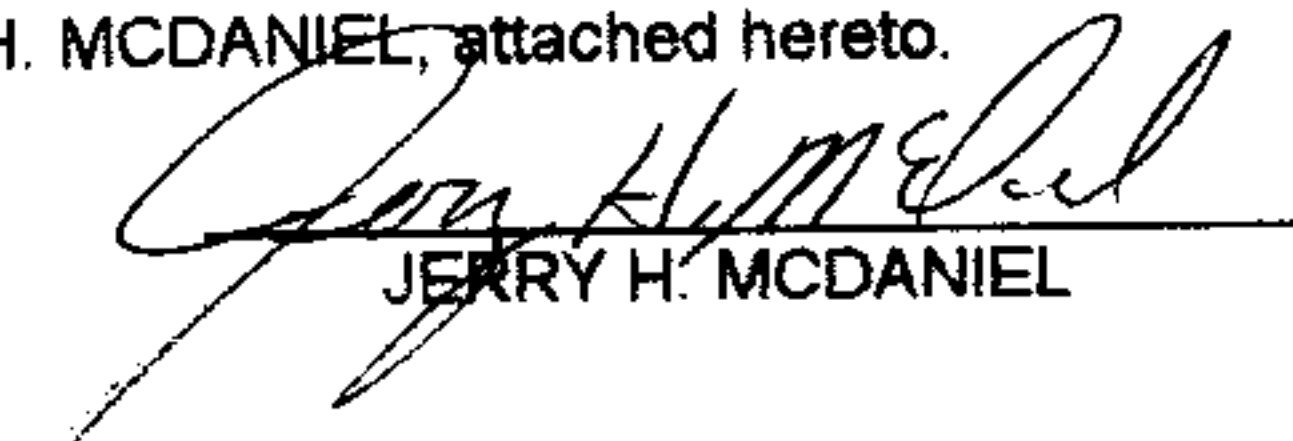
IN TESTIMONY WHEREOF, the incorporators have subscribed their names and affixed their seals hereto for the purposed herein stated, on the the 3rd day of April, 1995.


JERRY H. MCDANIEL

STATE OF ALABAMA

SHELBY COUNTY


I, the undersigned, do hereby subscribe for the number of shares of capital stock of
EAGLE MARKETING and ADVERTISING, INC. set opposite our names and agree to pay
therefore as stated in affidavit of JERRY H. MCDANIEL, attached hereto.


JERRY H. MCDANIEL

STATE OF ALABAMA

SHELBY COUNTY


I, JERRY H. MCDANIEL, the person designated by the incorporator of EAGLE MARKETING
and ADVERTISING, INC., to receive subscription to the capital stock of said corporation, do
hereby certify that I have received cash payment of the above shares of stock in the amount of
One Thousand and No/100 Dollars (\$1,000.00).


JERRY H. MCDANIEL

SWORN TO AND SUBSCRIBED BEFORE ME

ON THIS THE 3 DAY OF

APRIL, 1995.


NOTARY PUBLIC

MY COMMISSION EXPIRES OCTOBER 14, 1997

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 10-2B-4.02, 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:

Eagle Marketing and Advertising, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jerry H McDaniel, PO Box 576, Helena, AL 35080 for a period of one hundred twenty days beginning March 17, 1995 and expiring July 16, 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.

March 17, 1995

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J' and 'B'.

Jim Bennett

Secretary of State

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