

**ARTICLES OF INCORPORATION
OF
ADVANTAGE CONSULTING RESOURCES, INC.**

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator do hereby form a corporation under the laws of the State of Alabama and do declare:

ARTICLE ONE

The name of the corporation shall be Advantage Consulting Resources, Inc.

ARTICLE TWO

The objects for which this corporation is formed are:

1. To do and engage in any and all aspects of the business of providing management consulting and training services to various business entities.
2. To do and engage in any business which a natural person can do.
3. To manufacture, purchase or otherwise acquire, own, pledge, sell, assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.
4. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, state, body, politic or government or colony or dependency thereof.
5. To purchase, acquire, hold, improve, sell, convey, in real and personal property of every kind and character.
6. To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon, and to sell, lease, maintain, own, repair, and operate such properties.
7. To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer, or assignment or real or personal property of every nature and description.
8. To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law), and its bonds, debentures, notes,

script or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

9. Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property of any rights or privileges therein which this corporation may think necessary or convenient for the purposes of its business, and to buy, own and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefore.

10. To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation and to secure the same by mortgage, pledge, deed to trust or otherwise.

11. To do all and everything necessary and proper for the accomplishment of the object herein enumerated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner by powers of the corporation otherwise granted by law.

ARTICLE THREE

The amount of total authorized capital stock of this corporation shall be Five Hundred Dollars (\$500.00) consisting of five hundred (500) shares of stock of a par value of One Dollar (\$1.00) per share. All stock shall be common stock and non-assessable. The amount of capital with which the corporation will begin business shall be Five Hundred Dollars (\$500.00), consisting of five hundred (500) shares of

common stock with a par value of One Dollar (\$1.00) per share, all of which shall be paid in.

ARTICLE FOUR

The address of the initial registered office of the corporation is 3660 Shandwick Place, Birmingham, Alabama 35242 and the name of its initial agent for service of process at said address shall be Ronnie D. Stone.

ARTICLE FIVE

The name and post office address of the incorporator and the number of shares subscribed and paid for by him are respectively as follows:

Ronnie D. Stone	500 shares
3660 Shandwick Place	
Birmingham, Alabama 35242	

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one, 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 are:

Ronnie D. Stone
3660 Shandwick Place
Birmingham, Alabama 35242

ARTICLE SEVEN

The duration of this corporation shall be perpetual.

ARTICLE EIGHT

The corporation powers shall be exercised by the Board of

Directors, except as otherwise provided by statute or by these Articles of Incorporation or by By-Laws in amendment thereto.

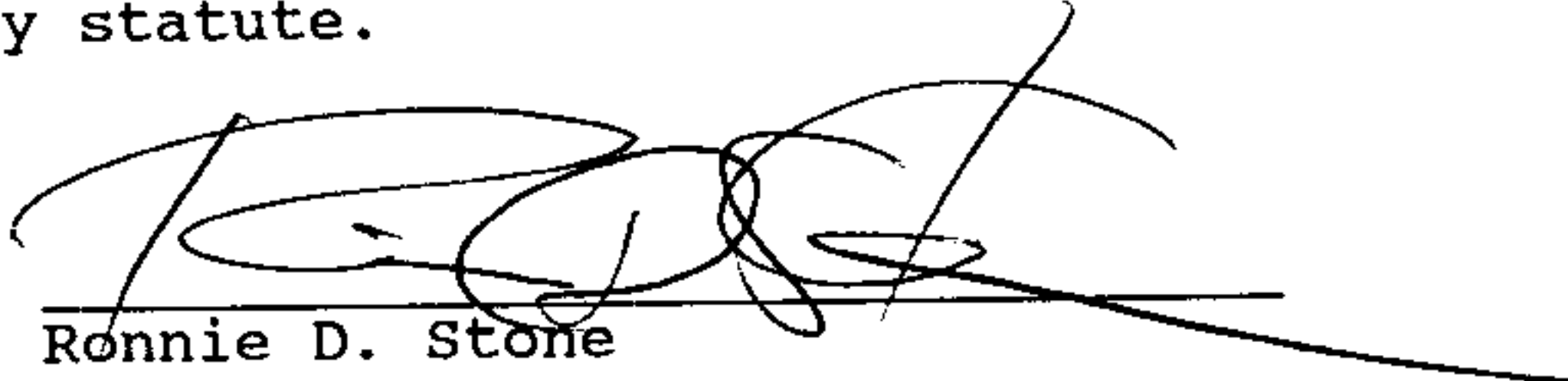
In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized;

(a) To make and alter the By-laws of this corporation but By-laws so made by the Directors may be altered or repealed by the directors or stockholders.

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates of declaration and payments of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

(c) To make, from time to time, (so far as may be permitted by law) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the corporation.

The corporation may, in its By-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities conferred by statute.



Ronnie D. Stone

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:

Advantage Consulting Resources, Inc.

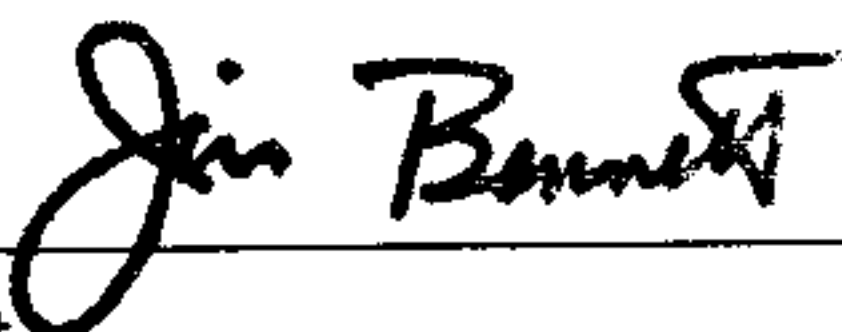
This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert L Austin, 120 Summit Parkway Ste 207, Birmingham, AL 35209 for a period of one hundred twenty days beginning April 5, 1995 and expiring August 4, 1995.



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.

April 5, 1995

Date


Jim Bennett

Secretary of State

st # 1995-09581

04/13/1995-09581
10:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MCD 90.00