

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF INCORPORATION
OF
NET-TO-NET, INC.**

The undersigned, acting as sole incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Net-To-Net, Inc..

SECOND: The period of its duration is perpetual.

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

(a) To provide personal computer network installation and training to individual, charitable and corporate consumers of computer software, including, without limitation, the development of networks and data basis for specific niche users;

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;

(c) To engage in any industrial, manufacturing, mining, merchantable, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(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 purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

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(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof.

(g) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and,

(h) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock of the par value of Zero and 10/100 Dollar (\$0.10) per share.

FIFTH: The address of the initial registered office of the corporation is 2913 Clydebanks Circle, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is James Dale Gorham, Jr.

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 successors are elected and shall qualify is:

<u>Name</u>	<u>Address</u>
James Dale Gorham, Jr.	2913 Clydebanks Circle Birmingham, Alabama 35242

SEVENTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Peter E. Barber	2000 SouthBridge Parkway, Suite 525 Birmingham, Alabama 35209

EIGHTH: No shareholder of the corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a pre-emptive right any shares of stock, or other securities convertible into stock, of the corporation which 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, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

Dated, September 12, 1995.



Peter E. Barber
Incorporator

This instrument prepared
by and after recordation
should be returned to:

Peter E. Barber, Esq.
Wallace, Jordan, Ratliff, Byers & Brandt, L.L.C.
2000 SouthBridge Parkway
Suite 525
Birmingham, Alabama 35209
(205) 870-0555

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:

Net-To-Net, Inc.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ ^{Shelby} County and is for the exclusive use of Peter Barber, 2000A SouthBridge Parkway Suite 525, Birmingham, AL 35209 for a period of one hundred twenty days beginning August 24, 1995 and expiring December 23, 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.

August 24, 1995

Date

Jim Bennett

Secretary of State

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