

**ARTICLES OF INCORPORATION
OF
HEATHERBROOKE CONSTRUCTION COMPANY, INC.**

The undersigned, acting as the 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 Heatherbrooke Construction Company, 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 the business of erecting or altering, under contract or otherwise, houses, churches, office buildings, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings; to act as a general contractor or subcontractor in its construction business and to do every act and thing commonly done by building contractors, including but not limited to the performance of all types of carpentry, electrical, heating and cooling, painting, plumbing, roofing services, and wrecking services incidental thereto; to buy and sell building materials.

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

(c) 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;

(d) 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 property, or any interest therein;

(e) 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;

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(f) 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;

(g) To borrow or raise money without limit as to amount; to sell, create security interest in, pledge, and otherwise dispose of and realize upon book accounts and other chose in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes, or other obligations of any nature or in any manner for money borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, all or any part of the corporation's property;

(h) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the Alabama Business Corporation Act;

(i) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country;

(j) To invest and deal with the funds of this corporation in any manner as may be approved by the Board of Directors of this corporation; and

(k) 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 1,000, Common Stock of the par value of \$1.00.

FIFTH: The address of the initial registered office of the corporation is 1204 Southwind Drive, Helena, Alabama 35080, and the name of its registered agent at such address is Robert O. Lucas, II.

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

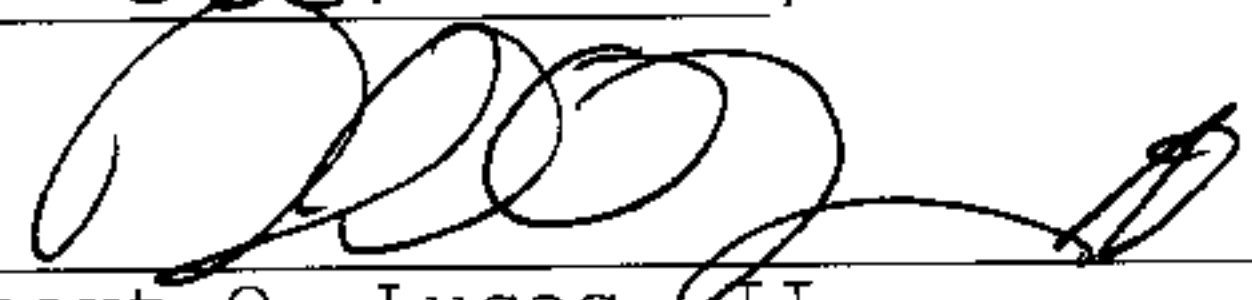
meeting of shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Robert O. Lucas, II	1204 Southwind Drive Helena, Alabama 35080

SEVENTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert O. Lucas, II	1204 Southwind Drive Helena, Alabama 35080

Dated this 9th day of October, 1995.



Robert O. Lucas, II

THIS INSTRUMENT PREPARED BY:
Karen Brown Evans
GORHAM & WALDREP, P.C.
2101 6th Avenue North
Suite 700
Birmingham, Alabama 35203

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:

Heatherbrooke Construction Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert O Lucas II, 411 North Palm Court, Brokenarrow, OK 74012 for a period of one hundred twenty days beginning July 10, 1995 and expiring November 8, 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.

July 10, 1995

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

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