

This instrument was prepared by:
Hub Harrington
291 Valley View Lane
Indian Springs, AL 35124

**ARTICLES OF INCORPORATION
OF
RESOLUTION RESOURCES CORPORATION OF ALABAMA, INC.**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned, Hub Harrington, acting as incorporator, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Resolution Resources Corporation of Alabama, Inc. and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

ARTICLE II

AUTHORIZED SHARES

The aggregate number of shares which this corporation shall have authority to issue shall be one thousand (1000) common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE III

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is Suite 160, 22 Inverness Center, Birmingham, Alabama 35242. The name of the initial registered agent at such address is Hub Harrington.

03/18/1996-08652
08:01 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
011 MCD 90.00

Inst # 1996-08652

ARTICLE IV

INCORPORATORS

The name and address of each incorporator is:

Hub Harrington
291 Valley View Lane
Indian Springs, Alabama 35124

ARTICLE V

DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1), and the name and address of each individual who is to serve as a director until the first annual meeting of shareholders or until a successor is elected and shall qualify is:

Hub Harrington
291 Valley View Lane
Indian Springs, Alabama 35124

ARTICLE VI

PURPOSES AND POWERS

The objects and purposes for which the corporation is formed are:

(a) To provide alternative dispute resolution, education, training, and consulting services to both private and public entities.

(b) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and enjoy, any license, power, authority, concession, right or privilege which any corporation may make or grant.

(d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, transfer, exchange or

otherwise dispose of, and invest, trade and deal in and with goods, wares, merchandise and personal property of every class and description, whether or not the same specifically pertain to the classes of business herein specified; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(e) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to aid in any lawful manner, by loan, subsidy, guaranty, or otherwise, any corporation whose stocks, bonds, notes, debentures, or other securities are held or controlled, directly or indirectly, by this corporation, and to do any and all lawful acts or things necessary or advisable to protect, preserve, improve, or enhance the value of any such stock, bonds, notes, debentures, or other securities or obligations; and to endorse or guarantee the payment of principal or interest or both, or dividends upon any stocks, bonds, obligations, or other securities or evidences of indebtedness, and to guarantee the performance of any contracts or other undertakings in which this corporation is or becomes interested, of any corporation, association, partnership, firm, individual, or others, or any country, nation, or governmental or political authority.

(f) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of this corporation.

(g) To acquire by purchase, subscription or otherwise, and to own, hold, sell, dispose of, exchange, deal in or with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, including but not limited to the stocks, bonds, debentures or other evidence of indebtedness of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, debentures, promissory notes, mortgages and securities so acquired by it, and, while the

owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote the same, to the same extent as a natural person may do subject to the limitations, if any, on such rights now or hereafter provided by the laws of the State of Alabama.

(h) To endorse, guarantee, or otherwise obligate itself for, or pledge or mortgage all or any part of its properties for, the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, mortgage or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership or joint venture.

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state territory, government, governmental subdivision or body politic.

(j) To acquire, in whole or in part, the goodwill, rights, assets, shares, bonds and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, stock or other securities of this corporation, or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(k) To borrow or lend money, without security or upon the giving or receipt of such security as the Board of Directors of this corporation may deem advisable, by way of mortgage, pledge, transfer, assignment or otherwise, of real or personal property of every nature and description; or by way of guaranty; or otherwise.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(m) To issue bonds, debentures or other securities or obligations, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(n) To act as agent, jobber, broker, or attorney in fact in buying, selling, and dealing in real and personal property of every nature and description, leases respecting the same,

estates and interests therein, and mortgages and securities thereof, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property, loans and all interests in and claims affecting the same.

(o) To purchase, take, receive, redeem or otherwise acquire, and to hold, own, pledge, transfer or otherwise dispose of its own shares of stock, bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(p) To enter into any plan or project for the assistance and welfare of its employees.

(q) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions or cooperation, as partner, joint venturer or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, for the purpose of carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this corporation.

(r) To have one or more offices to carry on all of its operations and business in any of the states, districts, territories, possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(s) To carry on any other business in connection with the objects and purposes for which the corporation is formed.

(t) To do any and all of the acts and things herein set out, and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind; and to do any and all such acts and things and to exercise any and all powers to the full extent authorized or permitted under any laws that may be now or hereafter applicable or available to this corporation.

(u) To transact any or all lawful business for which corporations may be incorporated.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, 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.

ARTICLE VII

DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE VIII

RESTRICTIONS ON TRANSFER

This corporation may, from time to time, lawfully enter into any agreement, to which all or less than all of the holders of record of the issued and outstanding shares shall be parties, restricting the transfer of any or all shares 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.

ARTICLE IX

BINDING EFFECT

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

ARTICLE X

EXECUTION OF DOCUMENTS

The President of this corporation shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of this corporation; and the Secretary or any Assistant Secretary of this corporation shall have authority to affix said seal to instruments requiring it and to attest the same.

ARTICLE XI

EXERCISE OF POWER

The corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by statute or by these Articles of Incorporation. The corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon the Board of Directors by statute.

ARTICLE XII

INTEREST OF DIRECTORS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to this corporation and if either:

(a) The fact of such relationship or interest is disclosed to the Board of Directors or committee thereof, and such Board of Directors or committee authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

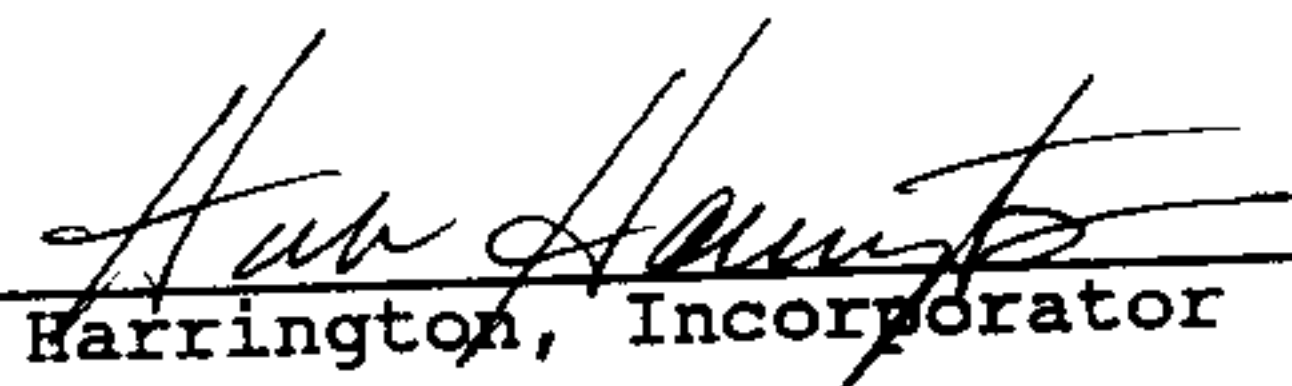
ARTICLE XIII

ELIMINATION OF DIRECTOR LIABILITY

No director shall be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (a) The amount of a financial benefit received by a director to which he or she is not entitled;
- (b) An intentional infliction of harm on the corporation or the shareholders;
- (c) A violation of §10-2B-8.33, Code of Alabama, as the same may be amended from time to time;
- (d) An intentional violation of criminal law; or
- (e) A breach of the director's duty of loyalty to the corporation or its shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her name to these Articles of Incorporation on this the 14th day of March, 1996.


Hub Harrington, Incorporator

ACTION OF THE SOLE INCORPORATOR
OF
RESOLUTION RESOURCES CORPORATION OF ALABAMA, INC.
ACTING WITHOUT A MEETING BY WRITTEN CONSENT

The undersigned, being the sole incorporator of Resolution Resources Corporation of Alabama, Inc., acting by written consent in lieu of holding a meeting, hereby adopts the following resolutions:

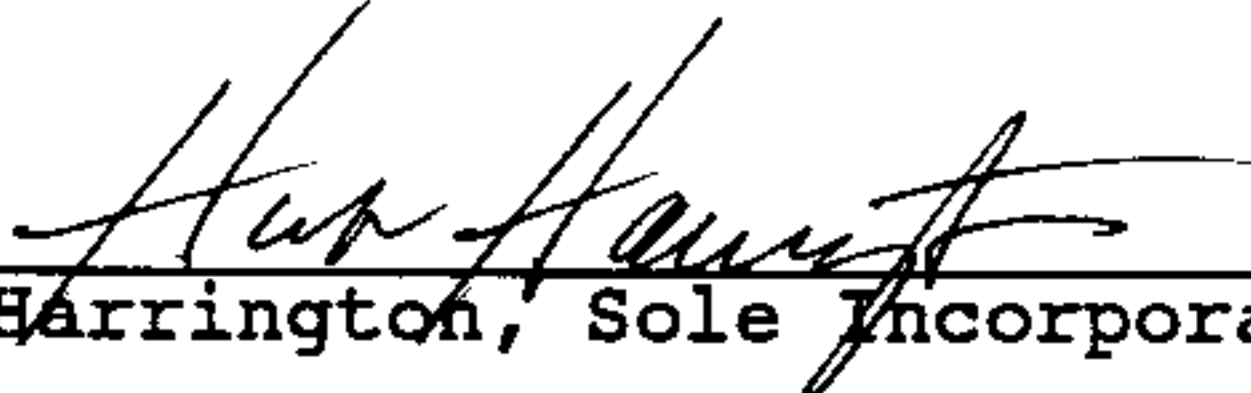
RESOLVED, that the following directors are hereby elected to serve until their successors are duly qualified and elected:

Directors

Hub Harrington

FURTHER RESOLVED, that the proposed Articles of Incorporation be filed in the office of the Judge of Probate of Shelby County, Alabama.

IN WITNESS WHEREOF, the undersigned sole incorporator has hereunto set her hand and seal as of this 14th day of March, 1996.


Hub Harrington, Sole Incorporator

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:

Resolution Resources Corporation of Alabama, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Hub Harrington, 291 Valley View Ln, IndianSprings Village, AL 35124 for a period of one hundred twenty days beginning February 8, 1996 and expiring June 8, 1996.

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.

February 8, 1996

Date



Jim Bennett

Secretary of State



Inst # 1996-08652

03/18/1996-08652
08:01 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
011 MCD 90.00

John Brown