

ARTICLES OF INCORPORATION

OF

Drilling, Inc.

A Close Corporation

The undersigned acting as incorporators 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 Drilling, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is to do geotechnical and environmental drilling into the earth for obtaining specimens, examining soil structure and conditions at various depths beneath the surface and any or all lawful business for which corporations may be incorporated.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) Shares of common stock having a par value of \$1.00. The record owner of each share shall have one vote in all matters concerning the corporation at all annual and special meetings of the shareholders.

FIFTH: The corporation is a close corporation authorized by Section 10-2A-300 through 10-2A-313, Code of Alabama (1975) as amended.

Transfers of stock made on the books of the corporation and issuance of a new certificate shall be made only upon approval of the Board of Directors or the granting of a waiver of the required approval. The intent of this Article is to limit the holders of shares of this corporation to those of mutual interest. Should a shareholder desire to sell or otherwise dispose of any of his shares of the corporation he shall make such desire known in writing to the Board of Directors and the Board of Directors shall within one hundred and eighty days find a suitable buyer of the shares at a fair value. In the event the Board of Directors fails to find a suitable buyer within the prescribed time, such failure shall constitute a waiver of approval and the shareholder may dispose of his stock in any manner and such transfer shall be valid and shall be made on the books of the corporation and a new certificate issued upon the surrender of the certificate therefor properly endorsed.

09/11/1996-30048
03:51 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HEL 90.00

SIXTH: The mailing address of the initial registered office of the corporation is 2800 Highway 93, Helena, Alabama 35080 and the name of its initial registered agent at such address is Paul P. Wright.

SEVENTH: The initial Board of Directors of the corporation will consist of one director, and the name and address of the person who will serve as director until the first annual meeting of shareholders or until the successors are elected and shall qualify are:

Paul P. Wright, 2800 Highway 93, Helena, Alabama 35080

EIGHTH: The name and address of the incorporator is:
Paul P. Wright 2800 Highway 93
Helena, Alabama 35080

NINTH: For purposes of determining the number of holders of record of the stock of the corporation, stock which is held in joint tenancy or common tenancy shall be treated as held by one shareholder.

TENTH: All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of the holders of and subscribers to shares of the corporation. The corporation reserves the right to amend, alter, modify, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the officers, directors, and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the said incorporators, have hereunto
set my hand and seal on this the 30th day of June, A.D., 1996.

Paul P. Wright
PAUL P. WRIGHT

Prepared By:
Donald Hugh Jones
JONES & JONES
1425 South 21st Street
P. O. Box 55596
Birmingham, AL 35255-5596
Telephone: (205) 933-2525

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:

Drilling, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Donald H Jones, 1425 South 21st Street, Birmingham, AL 35205 for a period of one hundred twenty days beginning May 30, 1996 and expiring September 28, 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.

May 30, 1996

Date



Jim Bennett

Secretary of State



Inst # 1996-30048

09/11/1996-30048
03:51 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MEL 90.00