

ARTICLES OF INCORPORATION
OF
ORION ENVIRONMENTAL CONSULTANTS, INC.

The undersigned, acting as incorporators of a corporation under the laws of the State of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: **ORION ENVIRONMENTAL CONSULTANTS, INC.**

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To provide environmental consulting services for a fee.

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

(a) 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, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

(b) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitation, if any, on such rights now or hereafter provided by the laws of Alabama.

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

(d) To acquire the good will, rights, assets 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, the stock or other securities of the 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.

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

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

(g) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, script, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the Board of Directors of the corporation (or any committee authorized to exercise the powers of the board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

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

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

(j) To enter into any legal arrangements for sharing 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, carrying on or proposing to carry on, or any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(k) To have one or more offices to carry on all of its operations and business, without restriction or limit as to amount, in any of the states, districts, territories or 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.

(l) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefore, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, script, coupons, contracts or other obligation or evidences of indebtedness, or the performance of any contract, lease,

construction, performance other bond, mortgage, or obligation or any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation which owns stock in this corporation, or (C) in which this corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this corporation, or (E) in which any one or more persons who own stock in this corporation also own stock, or, (F) which or who has entered into any such corporation or person undertakes corresponding or like obligations or endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

(m) To carry on any other business in connection with the foregoing.

(n) To do any and all of the 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 in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

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 stockholders 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 and powers 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.

FOURTH: This shall be a stock-type corporation with the members owning no individual interest in the assets of the corporation. All stock issued shall be fully paid and nonassessable. The aggregate number of shares which the corporation shall have the authority to issue is 1000 shares of common stock, par value of \$1.00 per share. Such shares shall be all designated as common stock. Upon separation from the corporation or the death of a stockholder, his or her stock shall be subject to purchase by the corporation or by the other stockholders at such price

and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this corporation, in a manner consistent with law and these Articles.

At all elections of directors of the corporation and in respect to all other matters as to which the vote or consent of the shareholders of the corporation shall be required to be taken, the holders of the common stock shall be entitled to one vote for each share held by them.

FIFTH: Provisions for the regulation of the internal affairs of the corporation areas are provided in the By-Laws.

SIXTH: The name of the registered agent of the corporation is **Michael L. Wilson**, and his office is located at the registered address of the corporation, **1613 Indian Springs Lane, Birmingham, Alabama 35242**, Shelby County, Alabama.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is five with authority of having up to seven, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Michael L. Wilson
735 Linwood Road
Birmingham, Alabama 35222

John T. Dent
1429 Oak Ridge Drive
Birmingham, Alabama 35242

Laszlo F. Hary
1613 Indian Springs Lane
Birmingham, Alabama 35242

Darlene W. Duerr
1145 Caribbean Circle
Alabaster, Alabama 35007

Leigh W. Johnston
513 Cahaba Forest Cove
Birmingham, Alabama 35242

EIGHTH: The name and address of each incorporator is:

Michael L. Wilson
735 Linwood Road
Birmingham, Alabama 35222

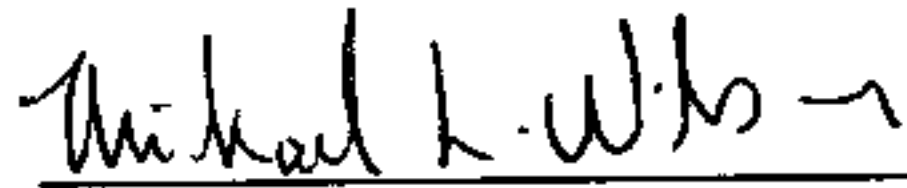
John T. Dent
1429 Oak Ridge Drive
Birmingham, Alabama 35242

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1613 Indian Springs Lane
Birmingham, Alabama 35242

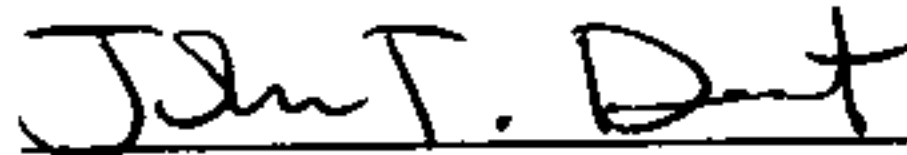
Darlene W. Duerr
1145 Caribbean Circle
Alabaster, Alabama 35007

Leigh W. Johnston
513 Cahaba Forest Cove
Birmingham, Alabama 35242

Done this the 19 day of February, 1997.



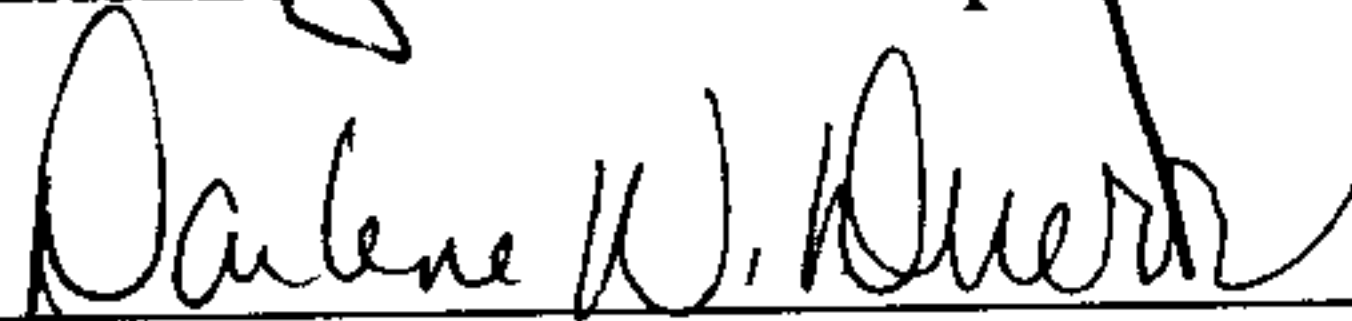
MICHAEL L. WILSON - Incorporator



JOHN T. DENT - Incorporator



LASZLO F. HARY - Incorporator



DARLENE W. DUERR - Incorporator



LEIGH W. JOHNSTON - 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:

ORION Environmental Consultants, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of G. Wray Morse, 1920 Valleydale Rd, Birmingham, AL 35244 for a period of one hundred twenty days beginning February 11, 1997 and expiring June 12, 1997.



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 11, 1997

Date

Jim Bennett

Secretary of State

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