

ARTICLES OF INCORPORATION
OF
MACHINERY SYSTEMS, INC.

For the purpose of forming a corporation under the Alabama Business Corporation Act and any act amendatory thereof, supplementary thereto, or substituted therefor (hereinafter referred to as the act), the undersigned does hereby sign and adopt these Articles of Incorporation, and, upon filing for record of these Articles of Incorporation, in the office of the Judge of Probate of Shelby County, Alabama, existence of a corporation (hereinafter referred to as the corporation), under the name set forth in the article hereof, shall commence.

ARTICLE ONE

NAME OF CORPORATION

- 1.1 The name of the corporation shall be Machinery Systems, Inc.

ARTICLE TWO

PERIOD OF DURATION

- 2.1 The duration of the corporation shall be perpetual.

ARTICLE THREE

PURPOSES, OBJECTS AND POWERS

- 3.1 The purpose, objects and powers of the corporation are:

(a) To act as agent for sale of industrial machinery, shovels, and parts and service equipment as required and to conduct any other lawful business that a corporation may do in the state of Alabama.

(b) To engage in any lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article Three to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act.

(c) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection therewith all powers given to corporations by the laws of the State of Alabama.

(d) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects and powers:

03/31/1997-09839
03:46 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

Inst # 1997-09839

(1) To engage in any lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article Three to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act.

(2) To have and to exercise any and all of the powers specifically granted in the business corporation laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or object of the Corporation and none of which are denied to it by these Articles of Incorporation.

(3) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(4) To purchase, lease or otherwise any interest in the properties and rights of any person, firm, corporation or governmental unit; to pay for the same in cash, in shares of stock, bonds, or other securities, evidence of indebtedness or property of this Corporation or of any other person, firm, corporation or governmental unit.

(5) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(6) To purchase or otherwise acquire (including, without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the Act, and to settle, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations or other securities.

(7) To borrow money from any person, firm, corporation, business (public or non-profit), or any governmental unit and to secure any debt by mortgage or pledge of any property of the Corporation; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(8) To lend money, or aid or extend credit to, or use its credit to assist, any person, firm, corporation, business (public or non-profit), or governmental unit, including, without limitation its employees and directors and those of any subsidiary, in accordance with the Act.

(9) To guarantee any indebtedness and other obligations of, and to lend its aid and credit, to any person, firm, corporation, business (public or non-profit), or governmental unit, and to secure the same by mortgage or pledge of or security interest in, any property of the Corporation.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

6.1 The number of directors constituting the initial Board of Directors shall be one.

6.2 The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors be elected and qualify, except as otherwise provided in section 8.2, are:

DIRECTOR	ADDRESS
O. Jack McCutchen	124 Windwood Circle, Montevallo, Alabama 35115

6.3 The names and addresses of the officers of the corporation who are to serve as officers until the first annual meeting of shareholders or until the first annual meeting of shareholders or until successors are elected and qualified shall be as follows:

PRESIDENT	ADDRESS
O. Jack McCutchen	124 Windwood Circle, Montevallo, Alabama 35115

SECRETARY AND VICE-PRESIDENT	ADDRESS
Muriel McCutchen	124 Windwood Circle, Montevallo, Alabama 35115

ARTICLE SEVEN

INCORPORATOR

7.1 The name and address of the sole incorporator is:

NAME	ADDRESS
O. Jack McCutchen	124 Windwood Circle, Montevallo, Alabama 35115

ARTICLE EIGHT

INTERNAL AFFAIRS

8.0 The following provisions for the regulation of the business and for the conduct of

(10) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(11) To carry on its business anywhere in the United States and in foreign countries.

(12) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive or deferred-compensation plans for any or all of its directors, officers and employees.

(13) To make donations for the public welfare or for charitable, scientific or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of Governmental policy.

3.2 The foregoing clauses shall be construed as powers as well as purposes. The enumeration herein of specific purposes and powers shall not be held to limit or restrict in any way the general purposes and powers of the corporation. The matters specified in any clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles of Incorporation, but the purposes and powers specified in each of the clauses of this Article shall be regarded as independent purposes and powers.

ARTICLE FOUR

CAPITAL STOCK

4.1 The aggregate number of shares which the corporation shall have authority to issue is 1,000, all of which are one of class and have the par value of One Dollar (\$1.00) each.

4.2 The transferability of the capital stock shall be subject to such agreements among shareholders as may from time to time be on file with the Secretary of the Corporation and its counsel and notice is hereby given of the probability of such agreement affecting the transferability of stock.

ARTICLE FIVE

REGISTERED OFFICE AND REGISTERED AGENT

5.1 The location and mailing address of the initial registered office of the Corporation shall be 124 Windwood Circle, Montevallo, Alabama 35115.

5.2 The initial registered agent at such address shall be O. Jack McCutchen.

the affairs of the Corporation, the shareholders are hereby adopted:

8.1 The initial by-laws of the Corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the by-laws, provided, however, that the Board of Directors may not alter, amend or repeal any by-law or resolution of the shareholders establishing the numbers of directors, the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The by-laws may contain any provisions for the regulation of business and for the conduct of the affairs of the Corporation, the directors and shareholders not inconsistent with the Act or these Articles of Incorporation.

8.2 The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be one. The number of directors of the Corporation shall be fixed from time-to-time in the manner provided in the by-laws, or in the absence of such a by-law, the number of directors shall be one. The number of directors may be increased or decreased from time to time by amendment to the by-laws or in the manner provided for therein, provided that the Board of Directors shall consist of not less than one natural person, and no decrease shall have the effect of shortening the term of any incumbent director.

8.3 Any contract or other transaction which is fair and reasonable to the Corporation between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are financially interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, officers, or employees, or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of directors of the Corporation or any committee thereof that acts upon, or in reference to, the contract or transaction if either the fact of such interest shall be disclosed or known to the Board of Directors or such committee, as the case may be, and the Board of Directors or such committee shall nevertheless, authorize or ratify the contract or transaction or the fact of such relationship or interest disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent. The interested director or directors shall not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

8.4 The Corporation reserves the right, from time to time, to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all

rights conferred upon shareholders at any time are granted subject to this reservation.

IN THE TESTIMONY WHEREOF, witness the hand of the undersigned incorporator on this, the 20 day of March, 1997.

O. Jack McCutchen
O. Jack McCutchen

STATE OF ALABAMA)
JEFFERSON COUNTY)

EXHIBIT 'A'

MACHINERY SYSTEMS, INC. a corporation to receive subscription to the capital stock of said corporation.

Before me, the undersigned Notary Public in and for said County and State, personally appeared O. Jack McCutchen, who is known to me and who have been by me first dully sworn, deposes and says on oath that he is the officer and agent designated to receive subscriptions to the capital stock of Machinery Systems, Inc., a corporation, and that he has received the sum \$1,000.00 for 1000 shares of common stock subscribed for by the undersigned subscriber.

NAME OF SUBSCRIBER

NUMBER OF SHARES

O. Jack McCutchen

1000

O. Jack McCutchen
O. Jack McCutchen

Sworn to and subscribed before me this the 20 day of March, 1997.

[Signature]

NOTARY PUBLIC IN AND FOR THE
STATE OF ALABAMA AT LARGE

STATE OF ALABAMA)
SHELBY COUNTY)

EXHIBIT 'B

SUBSCRIPTION LIST TO THE CAPITAL STOCK
OF MACHINERY SYSTEMS, INC.

I, the undersigned, do hereby subscribe for and agree to take, purchase and do hereby pay for in cash the amount of stock set opposite in my name, said stock to be issued by Machinery Systems Inc., with its initial principal office in Montevallo, Alabama, and it being further understood and agreed that the stock has been paid for by the undersigned as the Incorporator of said corporation.

COMMON STOCK

\$1.00 PAR SHARE

SUBSCRIBER	SHARES	AMOUNT
O. Jack McCutchen	1000	\$1,000.00

DONE THIS THE 20 DAY OF March, 1997.

O. Jack McCutchen
O. Jack McCutchen

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:

Machinery Systems, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William Short, 300 N 18th St, Bessemer, AL 35020 for a period of one hundred twenty days beginning February 26, 1997 and expiring June 27, 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 26, 1997

Date

A handwritten signature in black ink, reading 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J' and 'B'.

Jim Bennett

Secretary of State

Inst # 1997-09839

03/31/1997-09839
03:46 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
010 MCD 90.00