

ARTICLES OF INCORPORATION
OF

Armon Counters, Inc.

TO THE HONORABLE, Patricia Y. Furbmeister, JUDGE OF PROBATE
OF ~~Jefferson~~ COUNTY, STATE OF ALABAMA:

Shelby

The undersigned, desiring to become a body corporate, do hereby file the following Article of Incorporation, pursuant to the laws of the State of Alabama, and the undersigned Incorporator do hereby make and subscribe their names to these Articles.

ARTICLE I: NAME

Armon Counters, Inc.

ARTICLE II: NUMBER OF SHARES AND CAPITAL

The number of authorized stock shall be 1000.

ARTICLE III: PRINCIPLE OFFICE AND REGISTERED AGENT

The principle office of the corporation shall be in Birmingham, Alabama. The initial registered agent of the corporation authorized to receive service of process is MIKE PALMER, whose address is 1982 McCain Parkway, Pelham, Alabama, 35124.

ARTICLE IV: INCORPORATORS, DIRECTORS, AND OFFICERS

NAME AND ADDRESS OF INCORPORATORS

The name addresses of the incorporators, and the number of shares of stock subscribed by each are as follows:

MIKE PALMER, whose address is 1982 McCain Parkway, Pelham, Alabama, 35124.. Shares of Stock Subscribed: 800.

NAME AND ADDRESS OF DIRECTORS

MIKE PALMER, whose address is 1982 McCain Parkway, Pelham, Alabama, 35124.. Shares of Stock Subscribed: 800.

NAME AND ADDRESS OF OFFICERS

MIKE PALMER, whose address is 1982 McCain Parkway, Pelham, Alabama, 35124.. Shares of Stock Subscribed: 800.
Office Held: President

Inst # 1997-31002

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ARTICLE V: CORPORATE PURPOSE

The purpose for which it is created is as follows: To build, remove, remodel, construct or improve solid surface materials, either in residential or commercial property. To fully participate in the abovementioned business as this corporation might deem proper and that it directly or indirectly improve the interest of this corporation. To transact any and all lawful business for which this corporation may be incorporated under the laws of the State of Alabama and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as a natural person might or could do, either alone, or in connection with other persons, firms or corporations, and in any part of the world. The explanation for this purpose as above stated is for explanation and not as a limitation. In addition to the purpose aforesaid, the Corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

ARTICLE VI: ADDITIONAL CORPORATE PROVISIONS

In addition to the above, the Corporation shall also exercise in its discretion, the following provisions for its regulation and conduct of the business affairs of the Corporation. These provisions are intended to be in furtherance and not in limitation of restriction of the powers conferred by the laws of the State of Alabama.

A. The Board of Directors of the Corporation shall have the power to approve and adopt, and from time to time, amend By-Laws for the regulation and control of the business of the Corporation with or without approval of the stockholders of said Corporation; but the By-Laws so made, altered or amended, may be altered or repealed by said stockholders.

B. The Stockholders may, before they issue any new or additional stock of the Corporation, determine that the same or any part thereof, shall be offered in the first instance to all the then stockholders, or may make any other provisions or restrictions respecting the issue of allotment of any new or additional shares; but in default of any such determination or so far as the same shall not extend, the new or additional stock shares may be dealt with by the Board of Directors as in their judgment may seem best.

C. The directors shall have the power to hold their meetings outside the State of Alabama. They may keep the books, documents, and papers of the Corporation outside the State of Alabama, at such places as may be from time to time designated by the officers of the Corporation except as otherwise required by the laws of Alabama.

D. The Corporation by its By-Laws may fix the number of Directors and may, by vote of the holders of a majority in the amount of its stock, from time to time, increase or decrease the same.

E. The Board of Directors by resolutions passed by a majority of the whole Board, under suitable provisions of the By-Laws, may designate one or more of their number to constitute and Executive Committee, which Committee shall, for the time of its begin, as provided in said resolutions or in the By-Laws have the power to exercise any and all the powers of the Board of Directors, which may be lawfully delegated in the management of the business and affairs of the Corporation, and shall have the power to authorize the seal of the Corporation to be affixed to all papers which may require it.

F. With the consent in writing, or pursuant to the vote of the holder of a simple majority in interest of stock issued and outstanding, the Board of Directors shall have the power and authority to lease, sell, assign, transfer, convey or otherwise dispose of the whole of the property of the Corporation as an entirety, irrespective of the effect thereof upon the continuance of the business of the Corporation and the exercise of its franchises, but the Corporation shall not be dissolved save as provided by the laws of the State of Alabama. This provision shall not limit the right of the Corporation to mortgage any and all of the property of the Corporation or to sell or otherwise dispose of a part thereof in the manner provided by law.

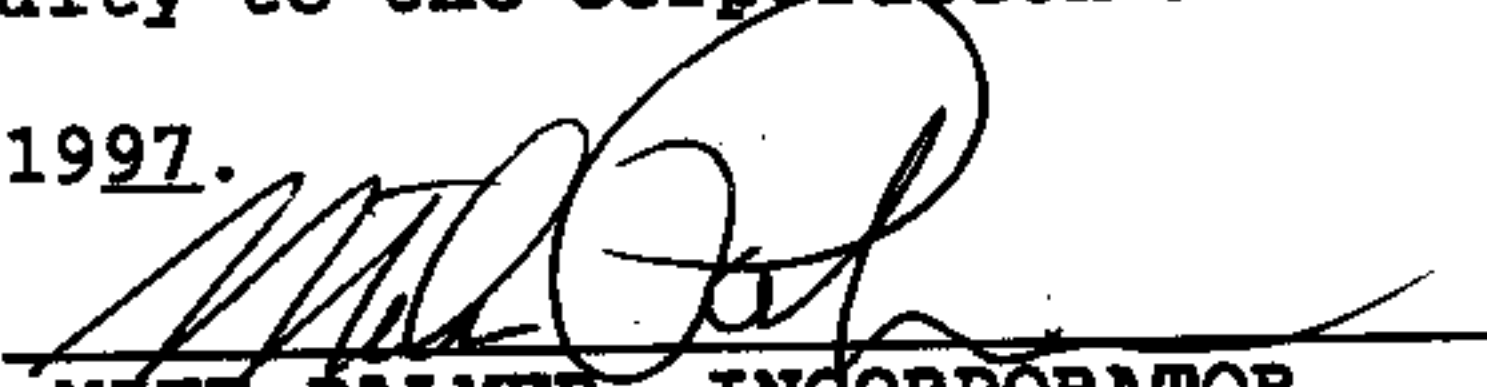
ARTICLE VII: RESTRICTIONS

None.

ARTICLE VIII: LIABILITY OF DIRECTORS

The Directors shall not be liable to the Corporation or its Shareholders for any 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 Section 10-2B-8.33; (D) an intentional violation of criminal law; or (E) a breach of the Director's duty of loyalty to the Corporation and its shareholders.

Done this the 25th day of September, 1997.


MIKE PALMER, 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:

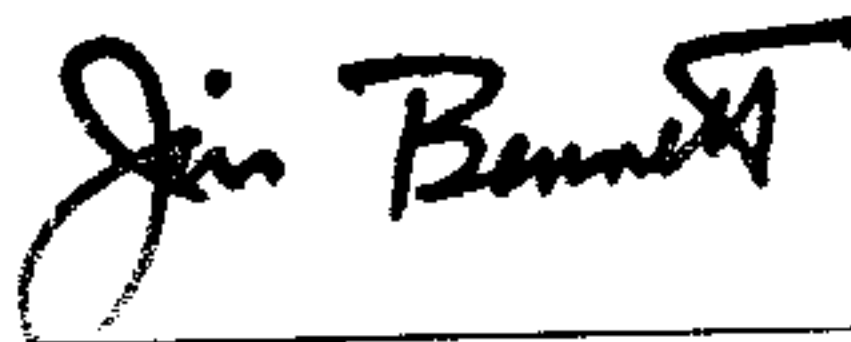
Armon Counters, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Greg Graham, PO Drawer 307, Childersburg, AL 35044 for a period of one hundred twenty days beginning September 10, 1997 and expiring January 9, 1998.

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.

September 10, 1997

Date



Jim Bennett

Secretary of State



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