

ARTICLES OF INCORPORATION
OF
PELHAM FINANCIAL SERVICES, INC.

The Undersigned, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Pelham Financial Services, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are:

(1) To operate and carry out all such businesses as are deemed appropriate for the Corporation by its Board of Directors and to perform all acts necessary and proper to carry on such business.

(2) To develop, build, manufacture, process, compound or otherwise produce, to purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, buildings, structures, machinery, equipment, apparatus, appliances, devices, products, materials, articles, processes, systems, goods, wares, and merchandise of every kind, nature and description and to engage in any industrial manufacturing, mining, mercantile, trading, agricultural, service or other lawful business of any kind or character whatsoever.

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(3) To purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, property whether real, personal or mixed, of every kind, character and description whatsoever and wheresoever situated, or any interest therein.

(4) To hold, own, use, operate, manage, improve, repair, erect, or otherwise have an interest in or deal with any buildings or other structure located on real property which is owned, held by or leased by the Corporation or in which the Corporation has any interest whatsoever.

(5) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, and other services of every nature, kind and character, whether similar or dissimilar to those hereinabove set forth, which a corporation may legally render.

(6) To purchase, lease, exchange, take, receive or otherwise acquire, all, or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part or combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligations or indebtedness of this Corporation or of any other corporation, by undertaking, assuming or guaranteeing the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor, or by any combination of any of the foregoing; to own, hold, use, operate, manage, improve, repair, reorganize or otherwise convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business, good will and rights,

and, in conjunction with any of the foregoing, to undertake, assume or guarantee, the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor.

(7) To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take receive or otherwise acquire, to won, hold, use, operate, manage, manufacturer under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant licenses in respect of, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, to contract with reference to, any and all inventions, devices, formulae, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof, letters patent and all rights connected therewith or appertaining thereto, copyrights, trademarks, trade names, trade symbols and other indications of origin and ownership, franchises, licenses, concessions, or other rights granted by or recognized under the laws of any country, state, country municipality, or governmental unit, department, division, agency, authority or instrumentality.

(8) To purchase, subscribe for in its own name or in the name of another, exchange, take, receive or otherwise acquire, to guarantee, to invest or reinvest in, to underwrite, to own, hold, use, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, any stock, bond, or other security, evidence of obligation or indebtedness of any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality; to issue in connection with any acquisition of any of such property, shares of stock, bonds or other securities or evidences of indebtedness or obligation of this Corporation; and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends, income and other rights

accruing on or from such property, to possess and exercise in respect thereof all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do, to aid by loan, subsidy, guaranty, or in any other manner, financially or otherwise, and to do any other acts or things designed to protect, preserve, improve or enhance the value of any such property.

(9) To purchase, exchange, take, receive, or otherwise acquire, to own, hold, use or otherwise have an interest in or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provided that the Corporation shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Alabama Business Corporation Act or this Articles of Incorporation and provided that the Corporation shall not vote, directly or indirectly, shares of its own stock except as provided by said act.

(10) To lend money or aid, or extend credit, to any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality on such terms and conditions and with whatever security, if any it desires.

(11) To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.

(12) To act as agent, representative, or receiver of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.

(13) To borrow or raise money and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments and evidences of obligation or indebtedness; and to secure the payment and full performance of such mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(15) To enter into with any one or more persons, firms, corporations, countries, states, counties, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any general or limited partnership.

(16) To lend money and use its credit to assist its employees.

(17) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

(18) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.

(19) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Alabama Business Corporation Act, within or without the State of Alabama.

(20) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(21) To make and alter By-Laws, not inconsistent with the Articles of Incorporation or with the laws of the State of Alabama, for the administration and regulation of the affairs of the Corporation.

(22) The foregoing clauses may be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the power of the Corporation.

(23) To do any and all things herein set forth, and in addition, such acts and things as are necessary, or convenient to attainment of the purposes of this Corporation, or any of them, to the same extent as natural persons might or could do in any part of the world, insofar as such are permitted to be done by Corporations organized under the Alabama Business Corporation Act.

(24) In addition to the objects aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, not required by law to be specifically stated in these Articles.

(25) This Corporation shall have all other rights, power, authority, and privileges which may be now or hereafter enjoyed by similar corporations under the present and future laws of the State of Alabama.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 200 at a par value of \$1.00 per share.

ARTICLE V

The address of the initial registered office of the Corporation is 3181 Pelham Parkway, Pelham, Alabama 35124, and the name of its initial registered agent at such address

is David Reid.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one, and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until his successors are elected shall qualify are:

NAME AND ADDRESS

David Reid

Tracy Reid

James P. Reid

ARTICLE VII

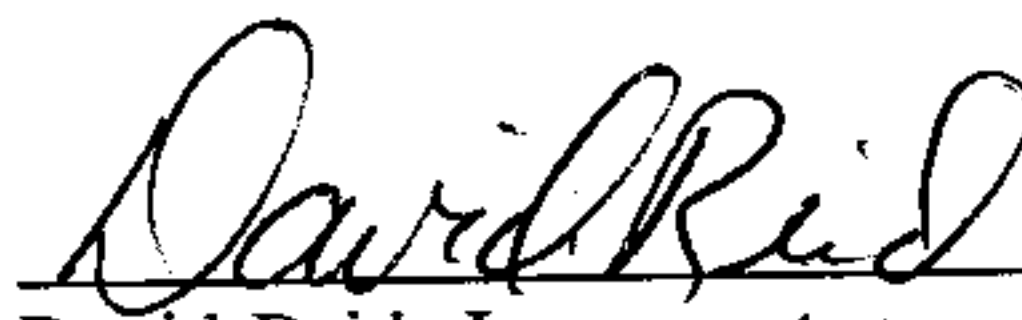
The name and addresses of each Incorporator is:

NAME AND ADDRESS

David Reid
2564 Ingleside Farm West
Germantown, Tennessee 38139

WE, THE UNDERSIGNED, have subscribed our names this 17 day of

November, 1997.



David Reid, Incorporator

this Instrument Prepared By:
Michael E. Bybee
Attorney At Law
2107 5th Avenue North
Birmingham, Alabama 35205

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:

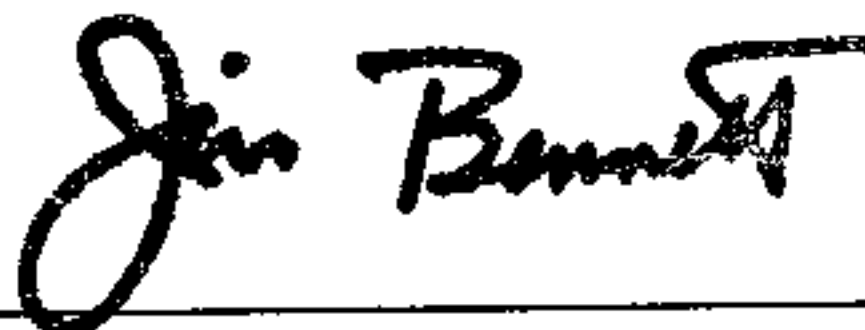
Pelham Financial Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mike Bybee, 2107 5th Avenue N, Birmingham, AL 35203 for a period of one hundred twenty days beginning November 14, 1997 and expiring March 15, 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.

November 14, 1997

Date



Jim Bennett

Secretary of State



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