

AN ALABAMA BUSINESS CORPORATION

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE ALABAMA CORPORATION ACT, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

ARTICLE I

NAME

THE NAME OF THE CORPORATION IS ALL-TERRAIN VIDEO, INC.

ARTICLE II

PERIOD OF DURATION

THE CORPORATION SHALL HAVE PERPETUAL DURATION.

ARTICLE III

PURPOSES

THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED IS OPERATION AND ACTS CONSISTENT WITH VIDEO AND AUDIO PRODUCTION; AND TO ENGAGE IN ANY OTHER LAWFUL ACTIVITIES WHICH ARE NOW OR WHICH MAY HEREAFTER BE CONFERRED UPON THE CORPORATION UNDER THE ALABAMA BUSINESS CORPORATION ACT, AND THE LAWS OF THE STATE OF ALABAMA OR UNDER ANY ACT AMENDATORY THEREOF, SUPPLEMENTAL THERETO OR SUBSTITUTED THEREOF.

ARTICLE IV

MANAGEMENT

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS AS PROVIDED IN THE BYLAWS.

Inst # 1998-12013

04/06/1998-12013
08:58 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 90.00

Inst # 1998-12013

ARTICLE V

CORPORATE FINANCE

SECTION 1. AUTHORIZED SHARES. THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE NOT MORE THAN 1,000 SHARES OF A COMMON CLASS HAVING A PAR VALUE OF ONE AND 00/100 DOLLARS (\$1.00) PER SHARE.

SECTION 2. PUBLIC OFFERING OF SHARES. THE CORPORATION SHALL MAKE NO OFFERING OF ANY OF ITS SHARES WHICH WOULD CONSTITUTE A "PUBLIC OFFERING" WITHIN THE MEANING OF THE UNITED STATES SECURITIES ACT OF 1933, AS IT MAY BE AMENDED FROM TIME TO TIME.

SECTION 3. MAXIMUM NUMBER OF SHAREHOLDERS. ALL OF THE CORPORATION'S SHARES SHALL BE HELD OF RECORD BY NOT MORE THAN TWENTY (20) PEOPLE.

SECTION 4. TRANSFER OF SHARES. THE SHARES OF THIS CORPORATION ARE TO BE HELD BY EACH STOCKHOLDER UPON CONDITION THAT HE WILL NOT SELL, ASSIGN, OR TRANSFER ALL OR ANY OF SUCH SHARES WITHOUT FIRST OFFERING THE SAME FOR SALE TO THIS CORPORATION AT THE BOOK VALUE OF SUCH SHARE AS SHOWN BY THE CORPORATION'S FISCAL YEAR NEXT PRECEDING THE DATE OF SUCH OFFER. SUCH BOOK VALUE SHALL BE ADJUSTED TO REFLECT ANY CHANGES IN THE CAPITAL STOCK OF THE CORPORATION SUBSEQUENT TO THE END OF SUCH PRECEDING FISCAL YEAR BUT SHALL NOT BE ADJUSTED FOR ANY OTHER REASON. IF WITHIN THIRTY (30) DAYS AFTER THE DATE OF SUCH OFFER THE BOARD OF DIRECTORS SHALL ELECT TO PURCHASE ANY OR ALL OF SUCH SHARES, THE HOLDER THEREOF SHALL THEREUPON FORTHWITH TRANSFER AND ASSIGN TO THE CORPORATION THE SHARES SO PURCHASED AND THE CORPORATION SHALL AT THE SAME TIME MAKE PAYMENT OF THE PURCHASE PRICE THEREOF. IF THE BOARD OF DIRECTORS SHALL VOTE NOT TO PURCHASE WITHIN SAID THIRTY (30) DAYS, AS THE CASE MAY BE, SHALL FOR A PERIOD NOT TO EXCEED FORTY-FIVE (45) DAYS, OFFER SUCH SHARES TO THE THEN EXISTING SHAREHOLDERS. IF ALL OR ANY SHAREHOLDERS SHALL ELECT NOT TO PURCHASE SUCH SHARES, THE REGISTERED HOLDER OF THE SAME MAY TRANSFER SUCH SHARES BY SALE OR OTHERWISE. SAID SHARES SHALL AGAIN BECOME SUBJECT TO THE ABOVE RESTRICTIONS AFTER THE TRANSFER BY THE HOLDER THEREOF AS ABOVE PERMITTED OR AFTER THE EXPIRATION OF SAID FORTY-FIVE (45) DAYS IF NOT TRANSFERRED PRIOR THERETO. THESE RESTRICTIONS SHALL NOT BE DEEMED TO RESTRICT THE TRANSFER OF SHARES TO THE EXECUTOR, ADMINISTRATOR, LEGATEES OR HEIRS OF A DECEASED SHAREHOLDER (INCLUDING AS LEGATEE A TESTAMENTARY TRUSTEE AND ANY PERSON ENTITLED TO THE DISTRIBUTION OF ASSETS OF A TESTAMENTARY TRUST) BUT EXCEPT AS ABOVE PROVIDED ALL SHARES SO TRANSFERRED SHALL BE SUBJECT IN THE HANDS OF THE TRANSFEREE TO THE RESTRICTIONS ON TRANSFER HEREIN PROVIDED.

ARTICLE VI

PREEMPTIVE RIGHTS AND RELATED MATTER

EACH HOLDER OF ANY OF THE SHARES OF THE CORPORATION SHALL BE ENTITLED TO A PREEMPTIVE RIGHT TO PURCHASE OR SUBSCRIBE FOR ANY UNISSUED SHARES BY REASON OF ANY INCREASE OF THE AUTHORIZED CAPITAL SHARES OF THE CORPORATION, OR BONDS, CERTIFICATES OF INDEBTEDNESS, DEBENTURES OR OTHER SECURITIES CONVERTIBLE INTO SHARES OF THE CORPORATION WHETHER SAID UNISSUED SHARES BE ISSUED FOR CASH, PROPERTY, OR ANY OTHER LAWFUL CONSIDERATION, AND, WITHOUT LIMITATION OF THE FOREGOING, SHALL HAVE SUCH A PREEMPTIVE RIGHT WITH RESPECT TO THE SHARES OR ANY OTHER SECURITIES OFFERED FOR SALE IF THEY ARE ISSUED OR OPTIONED BY THE BOARD OF DIRECTORS TO EFFECT A MERGER OR CONSOLIDATION OR FOR A CONSIDERATION OTHER THAN CASH.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

THE LOCATION AND MAILING ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE ~~PO BOX 183, MAYLENE, ALABAMA 35114~~ AND THE NAME OF THE CORPORATION'S INITIAL REGISTERED AGENTS AT SUCH ADDRESS SHALL BE SHAUN BAKER AND TARA BROWN.
1045 Hwy 1 BESSEMER AL 35022

ARTICLE VIII

INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATORS ARE SHAUN BAKER AND TARA BROWN, PO BOX 183, MAYLENE, ALABAMA 35114.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED SHAUN BAKER AND TARA BROWN, ACTING IN THE CAPACITY AS THE CORPORATION'S INITIAL BOARD OF DIRECTORS AND INCORPORATORS DO HEREBY AFFIRM AND ATTEST TO HAVE EXECUTED THESE ARTICLES ON THIS THE 6th DAY OF April, 1998.


SHAUN BAKER


TARA BAKER Brown

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:

All-Terrain Video, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Steve Schniper, 1301 S 31th Street, Birmingham, AL 35205 for a period of one hundred twenty days beginning January 22, 1998 and expiring May 23, 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.

January 22, 1998

Date



A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

Inst # 1998-12013

04/06/1998-12013
08:58 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 90.00