

**ARTICLES OF INCORPORATION
OF
CUSTOMIZED PAGING, INC.**

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

We, the undersigned, desiring to form a corporation under the laws of the State of Alabama, do hereby adopt the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the corporation shall be Customized Paging, Inc.

**ARTICLE II.
DURATION**

The period of its duration shall be perpetual.

**ARTICLE III.
PURPOSES AND POWERS**

Section 3.01. PURPOSES. The purposes for which the corporation is formed are to do all things that are not forbidden by the Alabama Business Corporation Act, by other law or by these Articles of Incorporation

Section 3.02. POWERS. To carry out the purposes hereinabove set forth, the corporation shall have and exercise all the powers conferred on it by the laws of the State of Alabama, including, but not limited to, the following:

To have and exercise all the powers specified in the Alabama Business Corporation Act;

To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful purpose and arrangements;

To enter into any general or limited partnership or joint venture, the purpose of which is similar to the purposes hereinabove set forth in this Article;

To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus available therefor;

To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by and any individual, partnership, association, corporation, or other entity, to the extent that such guaranties are made in pursuance to the purposes set forth in this Article;

To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character;

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Territories, Colonies, and Dependencies of the United States of America, in the District of Columbia, and in all or any foreign countries.

To do all and everything necessary, suitable, or proper for the accomplishment of any of the enumerated purposes or any other purpose which the directors may deem advantageous for the corporation, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or as agents, and to do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, conferred by the laws of the State of Alabama.

ARTICLE IV REGISTERED AGENT AND OFFICE

The registered agent of the corporation shall be Jeffrey B. Merck and registered office of the corporation in the State of Alabama shall be located at 252 Twin Oaks Way, Chelsea, AL 35043.

ARTICLE V. CAPITAL STOCK AND STOCKHOLDERS

Section 5.01. AUTHORIZED CAPITAL. The total amount of the authorized capital stock of the corporation shall be 1000 shares of Section 1244 common stock of the par value of \$1.00 each, being \$1,000.00 authorized capital stock. All of said stock shall be common stock and none shall be preferred stock, or stock of a different class.

Section 5.02. STOCKHOLDERS NAMES AND NUMBER OF SHARES The names and addresses of the stockholders and amount of stock subscribed by each are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Jeffrey B. Merck	252 Twin Oaks Way, Chelsea, AL 35043	1000

Section 5.03. SALE OR TRANSFER OF SHARES.

a. All sales and transfers of shares must be approved by the stockholders as set forth in these articles of incorporation.

b. If the stockholders of the corporation elect to be taxed under subchapter S, no stockholder shall thereafter transfer his shares (i) to a person who does not agree not to revoke such election, or (ii) to a non-resident alien, or (iii) to a trust, corporation, or other organization that may not be a stockholder of a corporation electing under subchapter S, or (iv) to two or more persons if the effect thereof will be to increase the number of stockholders to more than the number permitted by section 1361 of the Internal Revenue code of 1986, all addendum's, modifications, regulations and replacements thereto and thereof Such a transfer may be permitted by the prior consent of persons owning eighty per cent of the outstanding shares of the corporation as provided for in these articles of incorporation. No transfer of shares shall be registered unless prior thereto the person in whose name the shares shall be registered agrees in writing not to revoke the S election. Such agreement shall be in a

and description whatsoever or any interest therein;

To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and commodities of every kind, character, and description whatsoever or any interest in them;

To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications for them, licenses, privileges, processes, copyrights and applications therefor, trademarks and applications for them, and trade names and applications for them;

To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporation, associations, partnerships, individuals, or other entities;

To borrow or raise monies from time to time, without limit as to amount; to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or nonnegotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the corporation, whether at the time owned or afterward acquired;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the corporation, or of any corporation which he served in such capacity at the request of the corporation, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of the action, suit, or proceeding, or in connection with any appeal in it, and to reimburse any such person any amount paid upon any judgement or in the reasonable costs of settlement of any such action, suit or proceedings; but to make no indemnification or reimbursement in relation to matters as to which it shall be finally adjudged in this action, suit, or proceeding that the director, officer, or employee is liable for gross negligence or willful misconduct in the performance of duty to the corporation.

To make and issue promissory notes or debentures containing provisions deferring the payment thereof until all other classes of debts or obligations of the corporation have been paid or provided for, and making the holders of such debentures, inferior in right to other classes of creditors shall be preferred in the payment of their claims to be holders of such debentures and that, in case of dissolution or liquidation, all creditors of the corporation other than the debenture holders shall be entitled to full payment of their claims before any part of the assets of the corporation shall be applied to the payment of such debentures; such debentures to be in such form and with such provisions as the Board of Directors may prescribe;

To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights, in the State of Alabama, and in the various other States,

form satisfactory to the counsel for the corporation.

ARTICLE VI.
S STATUS

Section 6.01.S STATUS. The corporation shall elect to be taxed as an S corporation under the Internal Revenue Code. The corporation shall only authorize and issue one class of stock. No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the corporation's election to be taxed as an S corporation.

ARTICLE VII.
INC ORPORATORS

The names and post office address of each incorporator are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey B. Merck	252 Twin Oaks Way, Chelsea, AL 35043

ARTICLE VIII.
DIRECTORS

Section 8.01, NAMES AND ADDRESSES. The names and post office address of the directors appointed to serve for the first year until their successors are elected and assume office are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey B. Merck	252 Twin Oaks Way, Chelsea, AL 35043

Section 8.02. LIMITATIONS ON POWER. The directors shall not exercise the following powers (but rather such powers shall be exercised by the stockholders):

- a. Elect, remove or appoint officers and agents of the corporation, and define their duties and fix their compensation, and
- b. Make and alter by laws, and
- c. Removal of director without cause, and
- d. Authorize sale, buyout, takeover, transfer or issuance of any shares of stock of the corporation.

ARTICLE IX.
OFFICERS

The names, post office addresses of the officers appointed to serve for the first year until their successors are elected and assume office and the office to which they have been chosen are as follows:

<u>Name</u>	<u>Address</u>
<u>Office</u>	
Jeffrey B. Merck	252 Twin Oaks Way, President Chelsea, AL 35043
Jeffrey B. Merck	252 Twin Oaks Way,

Jeffrey B. Merck

Vice
Chelsea, AL 35043
President
252 Twin Oaks Way,
Secretary
Chelsea, AL 35043
Treasurer

ARTICLE X.
MISCELLANEOUS

The dates on which the stockholders' annual meetings shall be held, the number of directors and their terms of office, and the term of office of the officers, and the powers and duties of the officers shall be fixed by the bylaws of the corporation. The stockholders shall have power to make bylaws for the regulation and government of the corporation, its agents, servants, officers and for all other purposes not in conflict with the laws of the State of Alabama.

As to the following matters a vote of seventy-five per cent of the outstanding shares of stock of the corporation shall be required to approve any of the following actions:

- a. Make and alter by laws for the administration and regulation of the affairs of the corporation, and
- b. Removal of director without cause, and
- c. Authorize sale, buyout, takeover, transfer or issuance of any shares of stock in the corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, do hereunto subscribe their names this 5th day of September, 1998.

INCORPORATORS:


Jeffrey B. Merck

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:

Customized Paging, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jeffrey Merck, 252 Twin Oaks Way, Chelsea, AL 35043 for a period of one hundred twenty days beginning September 1, 1998 and expiring December 31, 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 1, 1998
Date

A handwritten signature in dark ink, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State

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