

STATE OF ALABAMA)
Shelby COUNTY)

Prepared in the offices of;
AUSMAN, KEYES & KEYES, P.C.
720 North 18th Street
Bessemer, AL 35020
(205) 491-7432

ARTICLES OF INCORPORATION
OF
KELLY DUNCAN, INC.

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE: The name of the corporation is Kelly Duncan, Inc.

ARTICLE TWO:

A. The aggregate number of shares which the corporation shall have authority to issue is 2,000. The amount of the total authorized capital shall be Two Thousand and no/100 Dollars (\$2,000) divided into 2,000 shares of the par value of \$1.00 each. The amount of the capital stock with which the corporation will begin business shall be Two Thousand and no/100 Dollars (\$2,000).

ARTICLE THREE: The address of the initial registered office of the corporation is 3046 Old Stone Drive, Birmingham, AL 35242; and the name of its initial registered agent at such address is Kelly Duncan.

ARTICLE FOUR: The incorporators of the corporation are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Kelly Duncan	3046 Old Stone Drive Birmingham, AL 35242	2,000
TOTAL SHARES		2,000

ARTICLE FIVE: The number of directors constituting the initial Board of Directors of the Corporation is one and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Kelly Duncan	3046 Old Stone Drive, Birmingham, AL 35242

The name and address of each shareholder is:

<u>Name</u>	<u>Address</u>
Kelly Duncan	3046 Old Stone Drive, B'ham, AL 35242

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All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than 30 persons.

ARTICLE SIX: The purpose or purposes for which the corporation is organized are:

(A) To implement and customize SAP software and to do all acts incidental thereto and in furtherance thereof.

(B) To buy and sell materials and services of all kinds as it may seem fit either upon its own account, or for a commission or other compensation, and for cash, or upon credit, and to own and operate motor vehicles, and to own and hold stock and bonds in other corporations as it may desire.

(C) To own and operate any and all kinds of vehicles as may be necessary or convenient in the conduct of a general business as is set forth in the preceding section.

(D) The corporation desires to do business in any and all of the counties and municipalities of Alabama, and also such other States of the United States as it may desire.

(E) To acquire, hold, sell, lease, manufacture, rent, buy or otherwise acquire and dispose of supplies, both new and used, parts or accessories or other merchandise necessary for the conduct of the general purpose of the business, or, if convenient or desirable, whether necessary or otherwise, to acquire, hold, own, operate, rent, lease, improve, assign, and sell real estate and personal property of every type and description, to lend money, and do all things necessary and incidental to the successful conduct of the business aforesaid, and generally to do and perform and enjoy the powers conferred by the State of Alabama, and to engage in and transact any and all and every kind of legitimate business not interdicted by the laws of the State of Alabama and the United States of America, and to undertake, assume or guarantee in whole or in part the obligations or liabilities of any person, firm, association, or corporation.

(F) To buy, sell, improve, lease, or otherwise acquire, improve and dispose of real property of every kind and description.

(G) To do any and all acts or business for which the corporation may be incorporated under the Alabama Business Corporation Act.

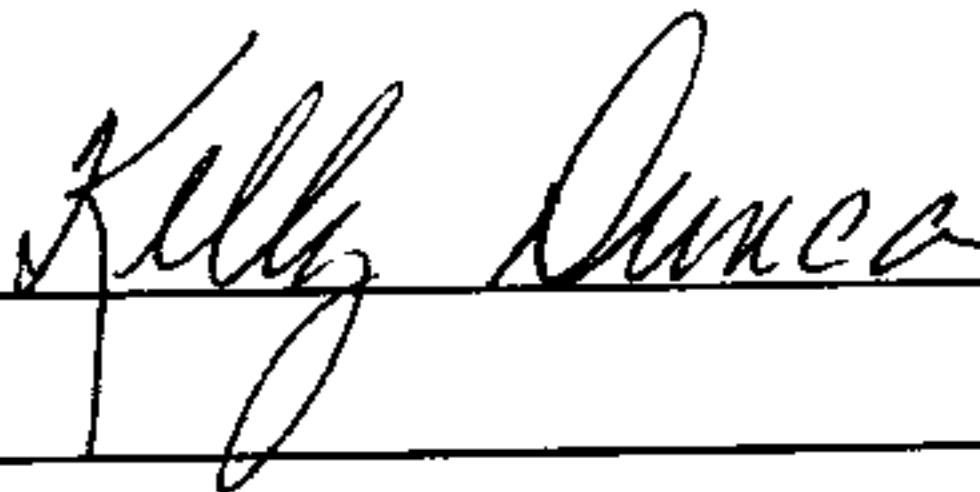
ARTICLE SEVEN: The period of its duration is perpetual.

ARTICLE EIGHT-By-Laws: The conduct of the business and the affairs of the corporation shall be governed and regulated by

its By-Laws. The shareholders reserve the right to adopt the initial By-Laws of the Corporation. The Board of Directors is expressly authorized to alter, amend, or repeal the By-Laws of the corporation, without any action on the part of the shareholders; but the By-Laws so altered, amended or repealed by the directors and the powers so conferred may be altered, amended or repealed by the shareholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration, amendment, or repeal by the shareholders be included in the notice of such special meeting of the shareholders.

ARTICLE NINE-Management: The management of the business of the corporation shall be vested in the Board of Directors, who, in addition to the powers and authorities granted by the By-Laws, the Statutes of Alabama, or otherwise expressly conferred upon them, are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation which are not by Statute or the By-Laws of the corporation directed or required to be exercised or done by the shareholders, or by the corporation in a general meeting; subject, however, to the provisions of the Code of Alabama, these Articles of Incorporation, the By-Laws of the corporation and to any resolution from time to time made by the corporation in a general meeting, provided that no resolution or By-Laws so made shall invalidate any prior act of the Directors which would have been valid if such By-Laws had not been made or if such resolution had not been adopted.

Dated January 4, 1999.




STATE OF ALABAMA)

Shelby COUNTY)

Before me, Kenny Joe Ausman, a notary public, state at large, in and for said county and state, appeared Kelly Duncan, who are known to me, and who, upon being duly sworn by me, acknowledged that, being informed of the contents of the within instrument she signed the same voluntarily on the day the same bears date.

Dated January 4, 1999.



NOTARY PUBLIC

My commission expires: 12/27/2001

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:

Kelly Duncan, Inc.

This domestic corporation name is proposed to be incorporated in ^{Shelby} ~~Jefferson~~ County and is for the exclusive use of Joe Ausman, 1925 26th Avenue North, Hueytown, AL 35023 for a period of one hundred twenty days beginning December 22, 1998 and expiring April 22, 1999.



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.

December 22, 1998

Date

Jim Bennett

Secretary of State

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