ARTICLES OF INCORPORATION

OF

AMERICAN LAND MANAGEMENT CORPORATION

STATE OF ALABAMA)

COUNTY OF SHELBY)

For the purpose of forming a corporation under the laws of the State of Alabama (Code of Alabama 10-2B-1, et.seq.), the undersigned has adopted these Articles of Incorporation, to constitute and become its charter upon the filing hereof pursuant to law.

Inst # 1999-04802

<u>ITEM I</u>

The name of the corporation is American Land Management Corporation.

The purposes and objects for which the corporation is formed are:

(1) To own, conduct, operate, maintain and carry on the general business of the development, sale, lease and purchase of commercial and residential real estate; enter into contracts related to the development, sale, lease and purchase of all types of real estate services; to hire and employ individuals to perform the services to be rendered; to solicit, advertise, and campaign as to available services; to purchase, acquire, and buy materials necessary to provide said services; to buy, rent, lease, and maintain office space, equipment, and services to facilitate and support an office personnel required to handle such a business; to maintain banking, savings and loans to fund and handle accounts for accounts payable and receivables of said land development service; and to do each and every other thing necessary to conduct said business.

(2) To make loans on mortgages secured by real estate and to do all things incident to or in furtherance of the ownership, collection and liquidation of such loans.

(3) To purchase, acquire, sell, dispose of and otherwise deal in negotiable and nonnegotiable instruments of all kinds, whether secured by mortgage or otherwise and to do all things incident to or in furtherance of the ownership and liquidation of such items.

(4) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

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(5) To acquire all or any of the good will, rights, property and business of any person, firm, corporation or association, and to hold, utilize, enjoy and in any manner dispose of the whole or any of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, corporation or association.

(6) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, service marks, trademarks, trade names, rights, processes, formulae and the like, which may seem capable of being used for any of the purposes of the corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise dispose of, the same.

(7) To borrow money for any of the purposes of the corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the corporation for its corporate purposes.

(8) To guarantee the obligation of any person, corporation or association.

(9) To have the power to conduct and carry on any business or activity not prohibited by law, nor required to be specifically stated in these articles.

(10) To act as receiver or agent for any person or corporation or in respect to any lawful undertaking or transaction.

(11) To lend its aid and credit to any person, firm or corporation.

(12) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated.

ITEM II

The location of the principal office and registered office of the corporation in the State of Alabama shall be 294 Old Cahaba Trail, Helena, Alabama 35080, and the name and address of the initial registered agent shall be Hiram Joseph Gilbert, 294 Old Cahaba Trail, Helena, Alabama 35080.

ITEM III

The amount of the total authorized capital stock of the corporation upon its organization, subject to the right of the corporation hereinafter to increase the amount in the manner provided by law, shall be 100 shares of common stock having a par value of $1.00 per share.

The amount of paid in capital with which the corporation shall commence business shall be $100.00.

ITEM IV

The name and post office address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock of said corporation is Hiram Joseph Gilbert, 294 Old Cahaba Trail, Helena, Alabama 35080.

ITEM V

The name and address of the incorporator, and the number of shares of stock subscribed for by him, and the name and post office address of the director and officers chosen for the first year are as follows:

INCORPORATOR	ADDRESS	NO. OF SHARES
Hiram Joseph Gilbert	294 Old Cahaba Trail Helena, Alabama 35080	100

DIRECTOR AND OFFICER	ADDRESS	POSITION
Hiram Joseph Gilbert	294 Old Cahaba Trail Helena, Alabama 35080	President/ Sec/Treas.

ITEM VI

The corporation shall have perpetual existence unless dissolved in accordance with the law.

ITEM VII

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation are hereby adopted:

(1) A Board of Directors shall be subject to election at each annual meeting of the stockholders or in the absence of such election at an adjourned meeting of stockholders or special meeting of stockholders thereafter held in accordance with the By-Laws.

(2) Other officers shall be elected or appointed by directors and/or such committee or officer as may be provided by the By-Laws or by resolution of the board of directors.

(3) The number of directors of the corporation shall be fixed from time to time by the By-Laws or by resolution of the stockholders and may be increased or diminished by change in the By-Laws, or by a resolution of the stockholders at any regular or special meeting provided that the Board shall consist of not less than one nor more than five directors. Any authorized increase in the number of directors may be filled by vote of the stockholders or by the directors, subject to action by the stockholders at any regular or special meeting. In the event of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining director or directors may by affirmative vote, elect a successor or successors to hold office for the unexpired portion of the term of the director or directors whose place or places shall be vacant and until the election of a successor.

(4) Unless and until changed by the By-Laws, annual meetings of the stockholders shall be held on the second Saturday of January and each year thereafter on a like day at which the Board of Directors shall be elected by the stockholders and immediately after the adjournment of the annual or other meeting at which a new Board of Directors shall be elected or at such other time and place as may be designated at any such meeting of stockholders, said Board of Directors shall convene and elect the remaining officers of the company. Each director shall hold his office until the next annual or subsequent meeting of stockholders at which a full Board shall be elected, provided however, that the stockholders may by action of a majority thereof, at a special meeting, remove the Board of Directors, or any member thereof, or any officer or officers and elect successors thereto.

(5) Any action required or proposed to be taken by the directors, stockholders of any class, or any executive or other committee, may be validly effected in the following manner without notice or formal meeting: any resolution or proceeding approved in writing by all of the stockholders, directors or members of such committee, as the case may be, by the subscription of their names in writing to the same or concurrent instruments shall be valid and effective as if such action were adopted by the same vote at a regularly called meeting of such stockholders, directors or committee as the case may be and shall be effective as of the designated, as of the date on which the same shall be filed and noted by the Secretary; and such resolution shall thereupon be entered in the minutes of the corporation under such effective date.

(6) Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a two-thirds (2/3) majority of the whole Board of Directors, but any other officer or employee of the company may be removed at any time by the vote of the Board of Directors or by any committee or by any superior officer to whom authority in the premises has been given by the By-Laws or by resolution of the directors.

(7) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint from the Directors an Executive Committee, of which a majority shall constitute a quorum, and, such committee shall have and exercise any and all of the powers of the Board of Directors, including the power to cause the seal of the corporation to be affixed to all papers that may require it.

(8) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint other standing committees and such standing committee shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board, and the Board of Directors may, in like manner, confer such authority upon any officer or agent or attorney of the company as it may deem wise.

(9) The Board of Directors may appoint not only other officers of the company, but also one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, and, the persons so appointed, respectively, shall have and may exercise all the powers of the Vice-President, of the Treasurer/Secretary, respectively.

(10) The Board of Directors shall have the power from time to time to fix and direct and determine the use and disposition of any surplus over and above the capital stock paid in, and shall be authorized to disburse any gratuities or donations for the corporation.

(11) No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers or directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of such corporation; any director individually or any firm of which any director may be a member may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation; any director of this corporation who is also a director of or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(12) In the event the corporation on formation shall have by inadvertence failed to have complied with the applicable provisions of the laws of the State of Alabama governing the formation of corporations, the provisions of this Certificate shall be deemed to be amended to correct any errors or supply any omissions as of the date of filing hereof.

IN TESTIMONY WHEREOF, witness the hands of the undersigned incorporator on this the 1st day of February, 1999.

American Land Management Corporation

By: Hiram Joseph Gilbert

Hiram Joseph Gilbert
Its: Incorporator

STATE OF ALABAMA)

COUNTY OF SHELBY)

EXHIBIT "A"

Before me, the undersigned Notary Public, in and for said State and County, personally appeared Hiram Joseph Gilbert, who is known to me, and by me first duly sworn who deposes and says that he is the officer and agent designated by the incorporator of American Land Management Corporation, organized under the laws of the State of Alabama to receive subscriptions to the capital stock of said corporation and that he received the following:

Name	No. of Shares	Amount
Hiram Joseph Gilbert	100	$100.00

The said affiant represents and show that the total subscriptions to the capital stock of the corporation, the number of shares subscribed to and the money paid in performance of the said subscriptions are correctly set forth above and that said subscriptions are fully paid for and all payments were made in cash.

Hiram Joseph Gilbert

Hiram Joseph Gilbert

Subscribed and sworn to before me,
this the 1st day of February,
1999.

B. Lynn McLaughlin

NOTARY PUBLIC

My Commission Expires: 7-15-99

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:

American Land Management Corporation

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Lynn Harrison, 1300 Beacon Parkway East Ste 307, Birmingham, AL 35209 for a period of one hundred twenty days beginning January 25, 1999 and expiring May 26, 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.

January 25, 1999

Date

Jim Bennett

Jim Bennett **Secretary of State**

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