

STATE OF ALABAMA)

COUNTY OF SHELBY)

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ARTICLES OF INCORPORATION
OF
DIRECTSOURCE SERVICES, INC.

I, the undersigned, for the purpose of forming a corporation pursuant to the provisions of the Alabama Business Corporation Act (the "Act"), do hereby certify as follows:

1. **NAME.** The name of the Corporation is: **DirectSource Services, Inc.**

2. **PURPOSES.** The purposes for which the Corporation is organized are:

(a) To engage in general marketing and consulting activities including, without limitation, conducting and advising others on direct marketing, telephone marketing and other marketing plans.

(b) To purchase, acquire, own, hold, improve, develop, operate, manage, sell, convey, assign, transfer, exchange, release, dispose of, mortgage, encumber, pledge, create security interests in, lease, hire, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description, or any interest therein.

(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and with any license, power, authority, concession, right or privilege which any corporation may make or grant.

(d) To manufacture, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, wherever situated, whether or not the same specifically pertain to the classes of business specified herein; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.

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(e) To engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by-products derived therefrom.

(f) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the Corporation.

(g) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation in Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stock, bonds, debentures or other evidences of indebtedness of this Corporation, and this Corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it and while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(h) To endorse, lend its credit to, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or pledge or mortgage all or any part of its properties to secure the payment of the principal and interest, or either, on any bonds, debentures, notes, script, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, lease, mortgage, or obligations, of any subsidiary, affiliated or related corporation or any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(j) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise; to hold, or in any manner dispose of, the whole or part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so and to exercise all the power necessary or convenient in and about the conduct and management of any such business.

(k) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the Corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise, and to enter into revolving credit agreements or other loan agreements of any kind with banks or other financial or institutional investors.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(m) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(n) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(o) To purchase, take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the Corporation's own shares of common or other stock, whether or not redeemable (so far as may be permitted by law), and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(p) To enter in to any plan or project for the assistance and welfare of its employees, to lend money and use its credit to assist its employees, and to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, employee stock ownership plans and other incentive or welfare plans for any or all of the Corporation's directors, officers and employees.

(q) To enter into any lawful arrangements for sharing of profits, union of interest, reciprocal concession, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of this Corporation.

(r) To have one or more offices to carry on all of the Corporation's operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(s) To carry on any other business in connection with the foregoing, to transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as amended, and to have and exercise all powers necessary or convenient to effect the purposes of the Corporation.

(t) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this Corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, partnership, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to have and exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may now or hereafter be applicable or available to this Corporation.

The foregoing clauses, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance.

3. AUTHORIZED CAPITAL STOCK. The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares of common stock, par value of \$1.00 per share. The common stock shall have unlimited voting rights and is entitled to receive the net assets of the Corporation upon dissolution.

4. INITIAL REGISTERED OFFICE AND AGENT. The location and street address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follows:

William M. Davis
1455 Highland Lakes Trail
Birmingham, Alabama 35242

5. DIRECTORS. The number of directors constituting the initial Board of Directors shall be one. Thereafter, the number of directors shall be fixed in the manner provided in the Bylaws, and may be increased or decreased from time to time by amendment to, or in the manner provided in, the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. the name and address of each person who is to serve as a director until the first annual meeting of shareholders or until his successor shall be elected and qualified is as follows:

NAME
William M. Davis

ADDRESS
1455 Highland Lakes Trail
Birmingham, Alabama 35242

6. **INCORPORATOR.** The name and address of the incorporator is as follows:

NAME
William M. Davis

ADDRESS
1455 Highland Lakes Trail
Birmingham, Alabama 35242

7. **ISSUANCE AND DISPOSITION OF STOCK.**

(a) **Issuance of Stock.** The Corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, labor done, or property actually received. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the adequacy of the consideration received for shares shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been received by the Corporation shall be deemed fully-paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

(b) **Restrictions on Transfer of Shares.** The Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, of the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of the Corporation.

(c) **Stock Rights and Options.** The Corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities, rights, or options entitling the holders thereof to purchase from the Corporation shares of any class or classes of its stock.

(d) **Payment of Dividends from Depletion Reserves.** If at any time the Corporation is engaged in the business of exploiting natural resources, dividends may be declared and paid in cash out of the depletion reserves, but each such dividend shall be identified as a distribution of such reserves and the amount per share paid from such reserves shall be disclosed to the shareholders receiving the same concurrently with the distribution thereof.

(e) **Waiver of Shareholders' Preemptive Rights.** No holder of the common stock of the Corporation shall have the preemptive right to purchase his pro rata portion of the issuance of any class of stock.

(f) **Lien on Shares.** The Corporation shall have a lien on the shares of its shareholders for any debt or liability incurred to it by such shareholders before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such shares, which remedies are cumulative to an action to enforce payment or other remedies provided by law.

(g) Acquisition of Stock. All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of these Articles of Incorporation. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof.

8. BOARD OF DIRECTORS. Except as may be otherwise provided by law, in these Articles of Incorporation, or in an agreement of the Corporation's shareholders, all corporate powers of the Corporation shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

9. SUBSEQUENTLY ADOPTED CORPORATION LAWS. Any and every statute of the State of Alabama hereinafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the shareholders of any such corporation, shall apply to this Corporation and to every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

10. POWER OF PRESIDENT TO EXECUTE DOCUMENTS. The President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the Corporation, and the Secretary or any Assistant Secretary shall have authority to affix such a seal to instruments requiring it, and to attest the same.

11. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS.

(a) Whenever any present or former director or officer of the Corporation who, by reason of the fact that he is or was serving at the request of the Corporation in such capacity, is made a party to any suit, action, or proceeding, whether civil, criminal, administrative, or investigative, including any action by or in the right of the Corporation, he shall be indemnified against all claims, judgments, liabilities, and reasonable expenses, including attorney's fees, incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. Provided, however, no indemnification shall be made in respect of any claim, judgment, amount paid in settlement, issue, fine, matter or attorneys' fees for a criminal proceeding, or as to such person guilty of a violation of a criminal law, or as to which such person shall have been adjudged to be liable for negligence or misconduct in performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The right of indemnity provided for in this Article 11 shall inure to the benefit of the estate, executor, administrator, heirs, legatees, or devisees of any person entitled to such indemnification.

(b) The Corporation shall pay for or reimburse reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of a proceeding if:

(i) The director or officer furnishes the Corporation a written statement of his good faith belief that he has acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful;

(ii) The director or officer furnishes the Corporation a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct referred to in the preceding subparagraph (i); and

(iii) A determination is made by the Board the facts then known to it would not preclude indemnification under this Article 11.

(c) The Corporation shall not indemnify a director or officer unless authorized in the specific case after a determination, as described below, has been made that indemnification of the person is permissible under the circumstances because he has met the standard of conduct set forth in subparagraph (i) of preceding paragraph (b). The determination shall be made as follows:

(i) By a majority of the Board who are not at the time parties to the proceeding, provided that at least one-half (1/2) of the total directors are not parties;

(ii) If a majority of the Board are parties to the proceeding, by a majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate), consisting solely of three (3) or more directors not at the time parties to the proceeding; or

(iii) If there are not at least three (3) directors who are not parties to the proceeding, by special legal counsel, which may be the Corporation's regular outside counsel, who shall be selected by a majority of the Board in which selection directors who are parties may participate.

(d) The indemnification authorized in and provided by this Article 11 shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(e) Notwithstanding the provisions of this article, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against him and incurred by him in any such capacity, or

arising out of his status, as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 11.

13. **AMENDMENT.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of a majority of the holders of the common stock and that no such amendment, alteration, change or repeal upon which the holders of any class of common stock shall be entitled to vote as a class shall be effective without the approval of a majority of the holders of that class of common stock.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed his name to these Articles of Incorporation on this 24 day of September, 1999.



WILLIAM M. DAVIS
Incorporator

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:

DirectSource Services, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Deanna Hartley, PO Box 530930, Birmingham, AL 35253 for a period of one hundred twenty days beginning September 14, 1999 and expiring January 13, 2000.

State of Alabama - Jefferson County

I certify this instrument filed on:

1999 SEP 28 P.M. 16:13

Recorded and \$

Mtg. Tax

and \$

Deed Tax and Fee Amt.

\$ 36.00 Total \$ 36.00

GEORGE R. REYNOLDS, Judge of Probate



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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 14, 1999

Date



Jim Bennett

Secretary of State

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SHELBY COUNTY JUDGE OF PROBATE

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