

STATE OF ALABAMA
SHELBY COUNTY

ARTICLES OF INCORPORATION
OF
STRATEGIC ASSET DESIGN GROUP, INC.

The undersigned, acting as the Incorporators of a Corporation under the Alabama Business Corporation Act, do hereby adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is Strategic Asset Design Group, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The nature of the business or purposes to be conducted or promoted are:

- (a) To acquire, purchase, own, sell, lease, and operate a financial planning and investment service that consists of, but is not limited to: transacting the business of investing on behalf of itself and others, any part of its capital and such additional funds as it may obtain, or any interests therein, either as a tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof or interest therein in the United States or elsewhere.
- (b) To engage in the sale of, brokerage and any other insurance or insurance related activities as allowed under Alabama law, including obtaining a corporate agency license in Alabama and any other states where legally allowed.
- (c) To engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act, as the same now exists or may hereafter be amended.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 5000 shares of Common Stock, par value \$.01 per share. All issued and outstanding shares have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one vote per share and (ii) the right to receive the net assets of the Corporation upon dissolution.

FIFTH: Provisions for the regulation of the internal affairs of the Corporation are as provided in the By-Laws.

SIXTH: The street address of the Corporation's initial registered office of the Corporation shall be in Shelby County at 2232 Cahaba Valley Drive, Birmingham, Alabama 35242, and the name of its initial registered agent is James P. Curtis.

SEVENTH: The names and addresses of the Incorporators are James P. Curtis and Percy D. DeLoach, 2232 Cahaba Valley Drive, Birmingham, Alabama 35242.

inst # 1999-50731


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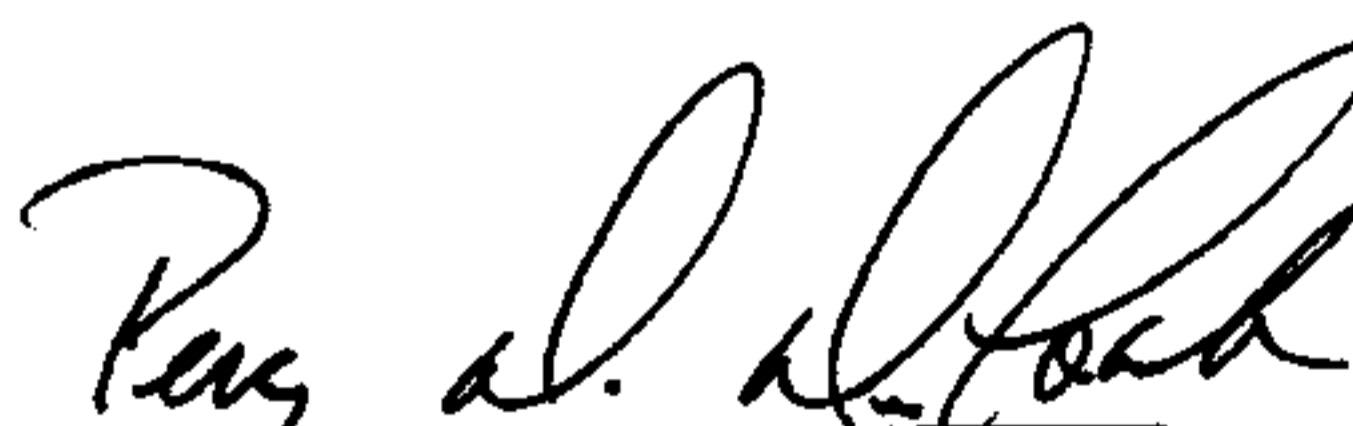
EIGHTH: The names and addresses of the individuals who are to serve as the initial Directors of the Corporation are James P. Curtis and Percy D. DeLoach, 2232 Cahaba Valley Drive, Birmingham, Alabama 35242.

NINTH: No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares, or other securities convertible into shares, of the Corporation which it may issue or sell, whether out of the number of shares now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

TENTH: A Director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a Director, except liability for (i) the amount of any financial benefit received by the Director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act, as the same now exists or may hereafter be amended; (iv) an intentional violation of criminal law; or (v) a breach of the Director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize further elimination or limitation of the liability a director of a corporation, then the liability of a Director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. No amendment to or repeal of this Article Ten shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned, being the Incorporators hereinbefore named, do hereunto sign these Articles of Incorporation this 16th day of Dcember, 1999.


James P. Curtis
Incorporator


Percy D. DeLoach
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:

Strategic Asset Design Group, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Darrin Deloach, 5706 Lee Road, Pell City, AL 35128 for a period of one hundred twenty days beginning August 23, 1999 and expiring December 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.

August 23, 1999
Date

Jim Bennett

Jim Bennett

Secretary of State

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