

*Articles of Incorporation
of*

RudenGroup, Inc.

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

RudenGroup, Inc.

Article II

Duration

The duration of the corporation is perpetual.

Article III

Purposes

The corporation has been organized for the following purposes:

Real estate sales and marketing consulting and any other lawful business.

Article IV

Authorized Capital Stock

The number of shares which the corporation shall have the authority to issue is one thousand (1,000) and the par value of each share shall be five dollars (\$5.00) for a total authorized capital of five thousand dollars (\$5,000.00).

Article V

Registered Office/Agent

The location and mailing address of the initial registered office shall be 3512 Meadow Brook Circle, Birmingham, Alabama 35242 and its registered agent at such address shall be Warren L. Ruden.

Article VI

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SHELBY COUNTY JUDGE OF PROBATE
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Board of Directors

The name and addresses of the initial Directors :

Warren L. Ruden 3512 Meadow Brook Circle, Birmingham, Alabama 35242
and
Sally Ruden 3512 Meadow Brook Circle, Birmingham, Alabama 35242

Article VII

Incorporator

The name and address of the incorporator is as follows:

Warren L. Ruden 3512 Meadow Brook Circle, Birmingham, Alabama 35242

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this, the 1st day of January, 2000.



**UNANIMOUS WRITTEN CONSENT
IN LIEU OF ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
RUDENGROUP, INC.**

Pursuant to Section 10-2B-8.21 of the Code of Alabama (1975), the undersigned, being the Directors of RudenGroup, Inc., an Alabama corporation (the "Corporation"), do hereby (i) consent to and adopt the following resolutions as of the date hereof, which resolutions shall have the same force and effect as if adopted by unanimous affirmative vote at a meeting of the Corporation's Board of Directors duly called and held; (ii) waive all requirements of notice; and (iii) direct that this written Consent be filed with the minutes of the proceedings of the Corporation:

RESOLVED, that the Articles of Incorporation filed in the office of the Judge of Probate of Shelby County, Alabama, and the Certificate of Incorporation issued by such Judge of Probate, a copy of each of which has been reviewed by all of the Directors, are hereby accepted and approved in all respects, and that this Corporation proceed to do business thereunder, and the Secretary of the Corporation is hereby directed to cause a copy of each of such Articles of Incorporation and Certificate of Incorporation to be inserted in the Minute Book of the Corporation.

RESOLVED, that the Bylaws of this Corporation, in the form adopted by the shareholders of this Corporation, a copy of which has been reviewed by the sole Director of this Corporation, are hereby approved and adopted in all respects as and for the Bylaws of this Corporation, and the Secretary of the Corporation is hereby directed to cause a copy of such Bylaws to be inserted in the Minute Book of the Corporation immediately following the Certificate of Incorporation.

RESOLVED, that in accordance with the provisions of Section 3.2 of the Corporation's Bylaws, the number of Directors which shall constitute the whole Board of Directors of this Corporation shall be Two.

RESOLVED, that the action of the Incorporator of this Corporation in electing Warren L. Ruden and Sally Ruden as the only members of the Board of Directors of this Corporation, to hold office until his successor is duly elected and qualified, is hereby ratified, approved and confirmed.

RESOLVED, that the form of certificates of shares of Common Stock, par value Five Dollars per share, of this Corporation, a specimen of which is attached to this Consent as Exhibit A, is hereby approved and adopted as the

certificate to represent shares of Common Stock of this Corporation, and the Secretary of the Corporation is hereby directed to cause a specimen of such certificate to be inserted in the Minute Book of the Corporation immediately following the Bylaws.

RESOLVED, that the form of corporate seal of this Corporation, an impression of which is affixed in the margin hereof, is hereby adopted as and for the official corporate seal of this Corporation.

RESOLVED, that the following named persons are hereby elected to the offices of this Corporation set forth opposite their names below to serve until the next annual meeting of the Board of Directors of this Corporation and until their successors have been duly elected and qualified, or until their earlier death, resignation or removal:

<u>NAME</u>	<u>OFFICE</u>
Warren L. Ruden	President
Sally Ruden	Treasurer
Sally Ruden	Secretary

RESOLVED, that the fiscal year of this Corporation begin on January 1 of each year and end on December 31 of each year.

RESOLVED, that the Secretary of this Corporation is hereby authorized and directed to procure all corporate books, books of account, ledgers and stock books required by the statutes of the State of Alabama or which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED, that the Treasurer is hereby authorized to pay all fees and expenses incident to and necessary for the organization of this Corporation.

RESOLVED, that the proper officers of this Corporation are hereby authorized and directed to qualify this Corporation to do business as a foreign corporation in such other states where counsel for the Corporation advises that such qualification is required, and the officers of this Corporation are hereby authorized and directed to take such action and execute and deliver such documents as they deem necessary or appropriate in connection therewith, including, without limitation, any required consents to service of process, the authority to execute and deliver such documents and to take such action to be conclusively evidenced by such execution and delivery.

RESOLVED, that this Corporation maintain bank accounts at any bank or financial institution as the proper officers of the Corporation deem appropriate, and the proper officers of this Corporation are hereby authorized to take such action and to execute and deliver any and all banking resolutions required by such bank, and any such resolutions shall have the same force and

effect as if such resolutions were set forth in full in this Consent.

RESOLVED, that it is deemed in the best interests of the stockholders of this Corporation that the shares of Common Stock, par value Five Dollars (\$5.00) per share, of this Corporation qualify for the treatment provided by Section 1244 of the Internal Revenue Code of 1986, as amended.

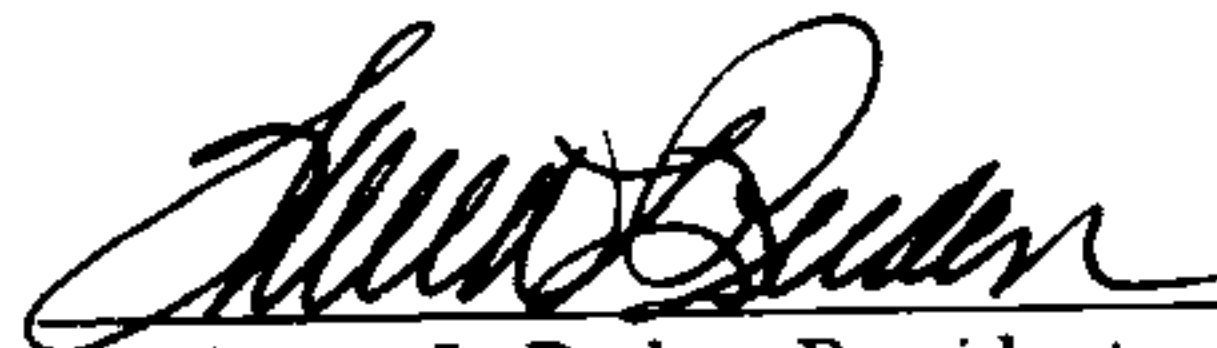
RESOLVED, that the proper officers of this Corporation are hereby authorized to issue, against a receipt of amounts listed below, 1,000 shares of the Common Stock, par value Five Dollars per share, of this Corporation in the names listed below:

<u>Name of Shareholder</u>	<u>Cash Received</u>	<u>Shares Issued</u>
Warren L. Ruden	\$500.00	100
Sally Ruden	\$500.00	100

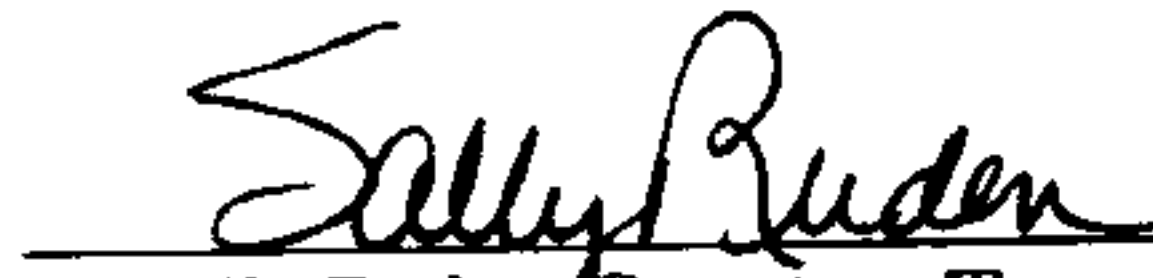
RESOLVED, that upon issuance of 1,000 shares of Common Stock so issued, \$5,000 (being the par value thereof) be credited to the Capital Stock Account of this Corporation and any remaining amounts shall be placed in the Additional Paid-in Capital Account of this Corporation.

RESOLVED, that said 1,000 shares of Common Stock, upon issuance as aforesaid and receipt of payment therefor, are hereby declared to be fully paid and nonassessable shares of Common Stock, par value Five Dollars per share, of this Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 15th day of January, 2000.



Warren L. Ruden, President and Director



Sally Ruden, Secretary/Treasurer and Director

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:

RudenGroup, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of C Amos Mitchim, 3176 Cahaba Heights Rd Ste 100, Birmingham, AL 35243 for a period of one hundred twenty days beginning January 31, 2000 and expiring May 31, 2000.



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 31, 2000

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J'.

Jim Bennett

Secretary of State

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