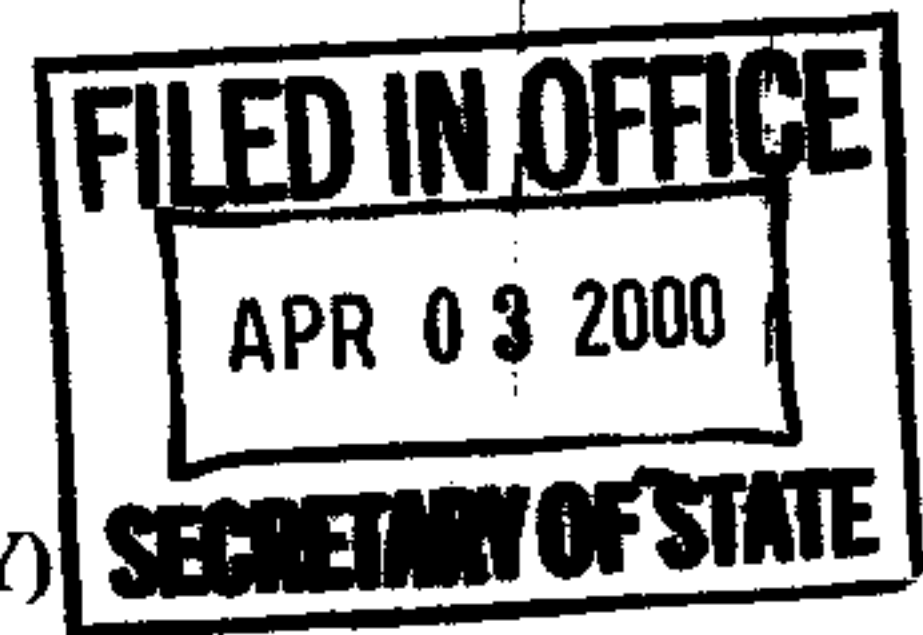


**ARTICLES OF MERGER
OF
DATA CENTER COMPANY, LLC
(AN ALABAMA LIMITED LIABILITY COMPANY)
INTO
DATA CENTER COMPANY, INC.
(AN ALABAMA CORPORATION)**



Pursuant to the provisions of the Alabama Limited Liability Company Act and the Alabama Business Corporation Act, as amended, the undersigned corporation adopts the following Articles of Merger:

FIRST: Data Center Company, LLC, an Alabama limited liability company, ("DCC, LLC"), organized by filing Articles of Organization in Jefferson County on August 28, 1998, is merging into Data Center Company, Inc., an Alabama corporation, incorporated by filing Articles of Incorporation in Shelby County on March 16, 2000 ("DCC, Inc.").

SECOND: An agreement and plan of merger has been executed and approved by each of DCC, LLC (which approval was by unanimous consent of all members) and DCC, Inc. (which approval was by unanimous consent of the board of directors and unanimous consent of the shareholders), which are the domestic limited liability company and other business entity that are to merge. A copy of the aforementioned agreement and plan of merger is attached hereto as Exhibit A.

THIRD: The name of the surviving and resulting entity is Data Center Company, Inc.

FOURTH: The agreement and plan of merger is on file at the place of business of DCC, Inc., which is 1200 Corporate Drive, Suite 400, Birmingham, Alabama 35242.

FIFTH: A copy of the agreement and plan of merger will be furnished by DCC, Inc., on request and without cost, to any member, shareholder or other person holding an interest in DCC, LLC or DCC, Inc.

SIXTH: As to DCC, Inc., the designation and number of shares outstanding and the number of shares entitled to vote are:

Total Number of Shares
Outstanding and Designation

1,010,000 shares of common stock

Total Number of
Shares Entitled to Vote

1,010,000

Inst # 2000-11457

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08:45 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

007 HNS 25.00

As to DCC, LLC, the designation and number of shares of ownership interest outstanding and the number of shares of ownership interest entitled to vote are:

Total Number of Shares
of Ownership Interest
Outstanding and Designation

Total Number of
Shares of Ownership
Interest Entitled to Vote

1,010,000 shares of ownership interest

1,010,000

There is only one class of Ownership Interest in DCC, LLC.

SEVENTH: The number of shares of common stock of DCC, Inc. which voted for the plan of merger was 1,010,000 and the number of shares of such common stock voted against the plan of merger was 0. The number of shares of Ownership Interest in DCC, LLC which voted for the plan of merger was 1,010,000 and the number of shares of Ownership Interest voted against the plan of merger was 0.

IN WITNESS WHEREOF, the surviving and resulting entity of this merger, Data Center Company, Inc., has caused these Articles of Merger to be executed on this the 3rd day of April, 2000.

DATA CENTER COMPANY, INC.

By: 

Paul K. Graeve, President

Exhibit A

Agreement and Plan of Merger

See Attached

**AGREEMENT AND PLAN OF MERGER
OF
DATA CENTER COMPANY, LLC
(AN ALABAMA LIMITED LIABILITY COMPANY)
AND
DATA CENTER COMPANY, INC.
(AN ALABAMA CORPORATION)**

AGREEMENT AND PLAN OF MERGER by and between DATA CENTER COMPANY, LLC, an Alabama limited liability company ("DCC, LLC"), and DATA CENTER COMPANY, INC., an Alabama corporation ("DCC, Inc.").

WITNESSETH:

WHEREAS, it has been proposed that DCC, LLC shall merge with and into DCC, Inc., whereby DCC, Inc. will be the entity surviving the merger, pursuant to Section 10-12-54 et seq. of the Alabama Limited Liability Company Act and Section 10-2B-11.01 et seq. of the Alabama Business Corporation Act; and

WHEREAS, the board of directors and the shareholders of DCC, Inc. and the members and manager of DCC, LLC deem it advisable and to the advantage, welfare and best interest of said entities and their respective shareholders and members, as the case may be, to merge DCC, LLC with and into DCC, Inc. pursuant to the provisions of Section 10-12-54 et seq. of the Alabama Limited Liability Company Act, Section 10-2B-11.01 et seq. of the Alabama Business Corporation Act, and upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties, being duly approved by a resolution unanimously adopted by the Board of Directors and the shareholders of DCC, Inc., and duly approved by a resolution unanimously adopted by the members of DCC, LLC, this Agreement and Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. As of the Effective Date (hereinafter defined), DCC, LLC shall, pursuant to the provisions of Sections 10-2B-11.01 et seq. of the Alabama Business Corporation Act and Section 10-12-54 et seq. of the Alabama Limited Liability Company Act, be merged with and into DCC, Inc.; the separate organizational existence of DCC, LLC shall thereupon cease; and DCC, Inc. shall be the entity surviving the merger and shall continue to exist as an Alabama corporation under the Alabama Business Corporation Act (the "Merger"). DCC, Inc. shall hereinafter sometimes be referred to as the "Surviving Entity." At the Effective Date, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of DCC, LLC and DCC, Inc. (collectively referred to as the "Constituent Entities"), and shall be subject to all the restrictions, disabilities and duties of all of the Constituent Entities; and all the property, real, personal and mixed, and franchises of all of the Constituent Entities, and all debts due to any of the Constituent Entities on whatever account,

including subscriptions to shares and other choses in action belonging to any of the Constituent Entities, and all and every other interest shall be deemed to be transferred to and vested in the Surviving Entity without further act or deed; and all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired; and all debts, liabilities and duties of any of the Constituent Entities shall thenceforth attach to the Surviving Entity, and may be enforced against the Surviving Entity, to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Entity, all with the effect set forth in the Alabama Business Corporation Act and Alabama Limited Liability Company Act.

2. After the execution of this Agreement and Plan of Merger, the Surviving Entity will submit Articles of Merger (the "Articles of Merger") to the Secretary of State of Alabama, in accordance with Section 10-2B-11.05 of the Alabama Business Corporation Act and Section 10-12-55 of the Alabama Limited Liability Company Act.

3. The Articles of Merger shall be filed with the Secretary of State of Alabama at any time after the date hereof and shall be and become effective upon the date of filing of the Articles of Merger (the "Effective Date").

4. The Articles of Incorporation of DCC, Inc., as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity without change or amendment until further amended in the manner prescribed by the Alabama Business Corporation Act.

5. The Bylaws of DCC, Inc., as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity and shall continue in full force and effect until amended, changed or repealed as provided in the Articles of Incorporation and Bylaws of the Surviving Entity, and in the manner prescribed by the Alabama Business Corporation Act.

6. Immediately after the Effective Date, the directors of DCC, Inc. immediately prior to the Effective Date will be the directors of the Surviving Corporation, and the officers of DCC, Inc. immediately prior to the Effective Date will be the officers of the Surviving Corporation, in each case until their successors are elected and qualified.

7. The manner and basis of converting the membership interest of DCC, LLC into issued and outstanding shares of capital stock of the Surviving Entity and the mode of carrying the merger into effect are as follows:

(a) All of the membership interest of DCC, LLC shall be canceled and extinguished as of the Effective Date.

(b) Each issued and outstanding share of common stock of DCC, Inc., as well as each authorized but unissued share of common stock of DCC, Inc., will not be converted, exchanged or altered in any manner as a result of the Merger and will remain as common stock of the Surviving Entity, and the certificates which represented outstanding shares of common stock of the Surviving Corporation prior to the Effective Date, without further action, shall continue to be and represent outstanding shares of

common stock of the Surviving Corporation thereafter without the issuance or exchange of new shares or share certificates.

IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed on this the 3rd day of April, 2000 by their respective officers and manager.

DATA CENTER COMPANY, LLC

By: 

Paul K. Graeve
Its: Manager

DATA CENTER COMPANY, INC.

By: 

Paul K. Graeve
Its: President

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on April 3, 2000

DATE FILED
Secretary of State

Inst # 2000-11457

04/07/2000-11457
08:45 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 HKS 25.00