

ARTICLES OF INCORPORATION
OF
CUSTOM ENTERPRISES, INC.

The undersigned, acting as the incorporator of a corporation under Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is Custom Enterprises, Inc.

SECOND

The purpose or purposes for which the corporation is organized are:

(a) To engage in the business of and to act as swimming pool contractors but not limited to swimming pools, also to act as general concrete contractors, general contractors, builders, carpenters, wood workers, cabinet makers, plumbers, electricians and to engage in all other activities, render all other services and handle and deal in all materials connected with any and all phases of the building and construction trades, whether residential, commercial or industrial.

b) To purchase, lease, or otherwise acquire and to erect, construct, build, establish, develop, improve, remodel, repair and restore buildings and real estate, and to sell, exchange, own, hold and use property of any nature or description.

(c) To conduct such business and affairs in conjunction therewith which may be required to effectuate the aforementioned purposes of the corporation.

(d) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

THIRD

The duration of this Corporation shall be perpetual.

FOURTH

The aggregate number of shares of common stock which the corporation shall have authority to issue is one thousand, all of the same class and with a par value of \$1.00 per share.

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FIFTH

Provisions for the regulation of the internal affairs of the corporation are:

(a) 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.

(b) Other officers shall be elected or appointed by the Director and/or such committee or officer as may be provided by the By-Laws or by resolution of the Board of Directors.

(c) 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 however that the Board shall consist of not less than one nor more than fifteen 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 disqualification or other cause, the remaining director or directors may by affirmative vote, elect a successor or successors to hold 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.

(d) Unless and until changed by the By-Laws, annual meetings of the stockholders shall be held on the first Monday of December 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 or her office until the next annual or subsequent meeting of stockholders at which a full Board shall be elected, majority thereof, at a special meeting, remove the Board of Directors, or any member thereof, or any officer or officers and elect successors thereto.

(e) Any action required or proposed to be taken by the Directors, stockholders or any

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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 regular called meeting of such stockholders, Directors or committee, as the case may be, and shall be effective as of the date therein expressed, or, if no effective date shall be designated as of the date on which the same shall thereupon be entered in the minutes of the corporation under such effective date.

(f) Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but any other officer or employee of the corporation 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 may have been delegated by the By-Laws or by resolution of the Directors.

(g) 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.

(h) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint other standing committees and any 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 corporation as it may deem wise.

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(i) The Board of Directors not only other officers of the corporation, but also one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and, each shall have all the powers of the President, of the Treasurer, and Secretary, respectively.

(j) The Board of Directors shall have the same 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.

(k) 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 or she were not such Director or officer of such other corporation or not so interested.

(l) In the event the corporation of formation shall have by inadvertence failed to comply with all applicable provisions of the Laws of the State of Alabama governing the formation of corporations, the provisions of these Articles shall be deemed to be amended to correct any errors or to supply any omissions, as of the date of filing hereof.

SIXTH

The address of the initial registered office of the corporation is:

113 East Starrett Street

Columbiana, Alabama 35051

The name of the initial registered agent of the corporation at such address is:

Michael A. Edwards

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SEVENTH

The number of Directors and Officers constituting the initial Board of Directors and Officers of the corporation is two, and the names and addresses of the persons who are to serve as the Directors and Officers until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Michael A. Edwards, President/Director	113 East Starrett Street: Columbiana, Al 35051
John R. Shirley, Secretary/Treasurer/Director	8330 Westhill Road: Pinson, Al 35126

EIGHTH

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
John R. Shirley	8330 Westhill Street: Pinson, Alabama 35126	501
Michael A. Edwards	113 East Starrett Street: Columbiana, Alabama 35051	499

NINTH

No shares of stock in the Corporation may be transferred without the written consent of the other shareholders. The other shareholders shall have a right of first refusal on shares proposed to be sold or transferred; if more than one non-transferring shareholder wishes to purchase such shares they may do so, dividing the shares evenly between them. Any transfer in violation of this provision is void. The Corporation may redeem any shares transferred in violation of this article or by operation of law for book value.

TENTH

Each share of the capital stock shall be subject to a condition, which shall be stated on each certificate of same, that transfer of such stock is restricted by agreement between shareholders, on file in the office of the Secretary of the Corporation.

In all cases, any transfers must comply with any buy-sell agreement executed between the stockholders.

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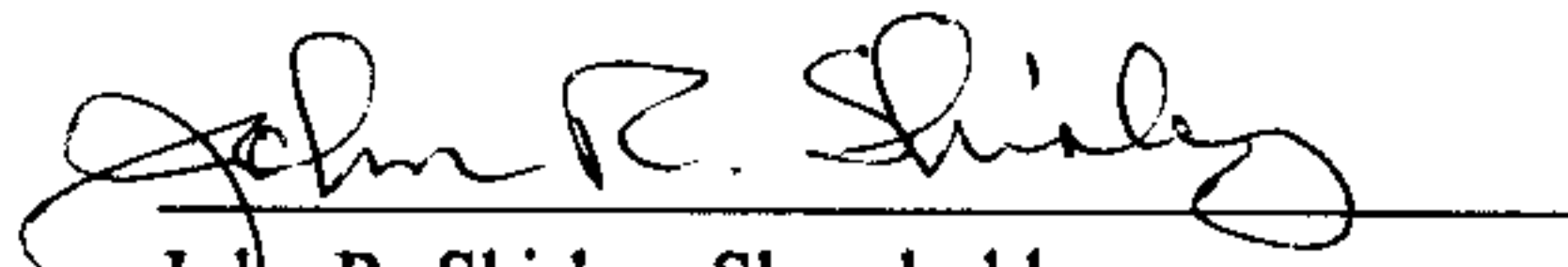
ELEVENTH

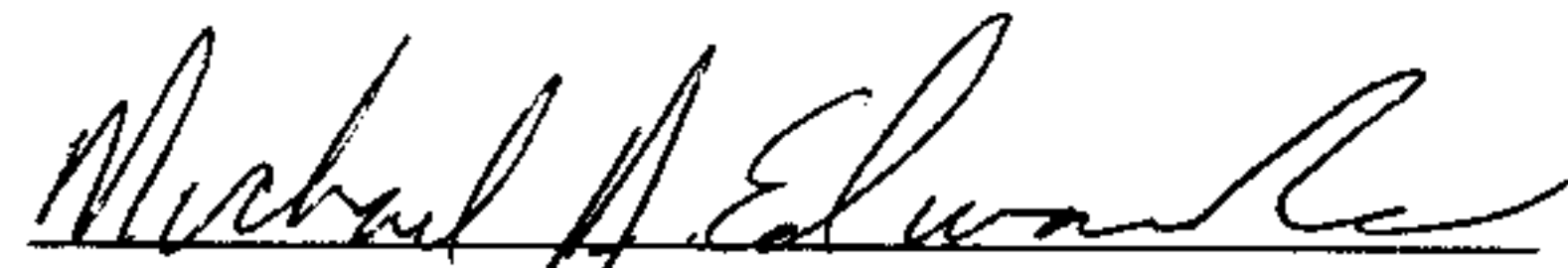
All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) persons.

Any amendment to terminate the corporations status as a close corporation, must be approved by a majority of all stockholders.

The formation of the corporation has been authorized by the affirmative vote of all holders of any subscribers total shares of the corporation.

Dated: 7-17-00


John R. Shirley, Shareholder


Michael A. Edwards, Shareholder

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:

Custom Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mike Edwards, 2500 Crestwood Blvd, Irondale, AL 35210 for a period of one hundred twenty days beginning July 18, 2000 and expiring November 16, 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.

July 18, 2000

Date

A handwritten signature in black ink that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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