

**ARTICLES OF INCORPORATION
OF
HIXSON SMITH CONSULTANTS, INC.**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, Eileen S. Griffin, 3100 SouthTrust Tower, 420 20th Street, North, Birmingham, Alabama 35203, being over the age of nineteen years, desiring to organize a body corporate under the laws of the State of Alabama, does make, sign and file these Articles of Incorporation:

1. The name of the corporation is: Hixson Smith Consultants, Inc.
2. The period of duration of the corporation shall be perpetual.
3. The objects and purposes for which the corporation is formed are:

(a) To provide exterior wall and roof (building envelope) consulting services to commercial, institutional and industrial building owners, property managers, architects, general contractors, and specialty contractors in both new construction and with existing buildings.

(b) The transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

(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 in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

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(d) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(e) 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.

(f) 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.

(g) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country 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 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.

(i) To acquire the good will, 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 any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(j) 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.

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

(l) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, scrip, or evidences of indebtedness or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of unreserved and unrestricted earned surplus and to the extent of unreserved and unrestricted capital surplus; and provided that any shares of the common stock of the

corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the board of directors of the corporation (or any committee authorized to exercise the powers of the board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

(m) 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 interest in and claims affecting the same.

(n) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip, or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue any thereof.

(o) To enter into any plan or project for the assistance and welfare of its employees.

(p) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, 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, or any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(q) To have one or more offices to carry on all of its 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.

(r) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation which owns stock in this corporation, or (C) in which this corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this corporation or (E) in which any one or more persons who own stock in this corporation also own stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations or endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

(s) To carry on any other business in connection with the foregoing.

(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, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all 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 in any of its branches.

4. The total number of shares of stock of which the corporation shall have authority to issue is one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

5. (a) The name and address of the incorporator is as follows: Eileen S. Griffin, 3100 SouthTrust Tower, Birmingham, Alabama 35203.

(b) The initial Board of Directors shall consist of one person; the name and address of the director chosen to serve until the first annual meeting of the shareholders, or until his successors are elected and qualified are as follows:

NAME OF DIRECTOR

ADDRESS

Ben T. Hixson

Suite 207, 1240 First Avenue, North
Alabaster, Alabama 35007

Barry C. Smith

Suite 207, 1240 First Avenue, North
Alabaster, Alabama 35007

6. The location and mailing address of the initial registered office of the corporation in the State of Alabama is Suite 207, 1240 First Avenue, North, Alabaster, Alabama 35007, and the name of its initial registered agent at such address is Ben T. Hixson.

7. (a) This corporation may from time to time issue its shares for such consideration (but not less than par if the shares have a par value) as may be fixed from time to time by the Board of Directors and may receive payment thereof, in whole or in part, in money, labor done or property actually received.

(b) Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of a corporation.

(c) The determination of the Board is conclusive insofar as the adequacy of consideration for the issuance of shares relates to whether the shares are validly issued, fully paid, and non-assessable.

(d) When the corporation receives the consideration for any and all shares

so issued for which the consideration so fixed by the board of directors shall be deemed fully paid shares 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.

(e) No certificate for any shares in the corporation shall be issued until such share is fully paid.

8. This corporation may from time to time and at any time issue and sell warrants, in bearer or registered form, or other instruments for the purchase of shares of any class of the corporation within such period of time, or without limit as to time, in such aggregate number of shares, and at such price or prices per share, as the Board of Directors may determine. Such warrants or other instruments may be issued separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or shares of the capital stock of any class of the corporation and for such consideration and on such terms and conditions as the Board of Directors may determine to be desirable.

9. Denial of Preemptive Rights. No shareholder shall have any preemptive right to purchase any proportion of any stock of the Corporation, including treasury shares, that may be issued or sold by the Corporation.

10. This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, of the holders of record of its issued and outstanding shares shall be parties, restricting the transfer of any or all shares represented by certificates upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be conspicuously noted upon each certificate representing such shares.

11. 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 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 person, whether or not the corporation shall have notice thereof.

12. Any and every statute of the State of Alabama hereafter 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.

13. By-Laws. (a) The By-Laws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with any provisions of the Articles of Incorporation, and not inconsistent with the laws of the State of Alabama. (b) The initial By-Laws of the corporation shall be adopted by the shareholders. (c) The By-Laws of the corporation shall be subject to alteration, amendment or repeal, and new By-Laws may be adopted by the affirmative vote of the majority of the Shareholders. (d) No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director.

14. (a) The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation. (b) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized: (1) to fix and determine and to vary the amount of working capital of the corporation; (2) to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; (3) to determine the date or dates for the declaration and payment of dividends; and (4) to direct and determine the use and

disposition of any surplus or net profits over and above the stated capital paid in as allowed by applicable law. The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

15. Elimination of Liability.

(a) A Director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or failure to take action, as a Director, except for (i) the amount of a financial benefit received by such Director to which such Director is not entitled; (ii) an intentional infliction of harm by such Director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such action; (iv) an intentional violation by such Director of criminal law; or (v) a breach of such 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 the further elimination or limitation of the liability of 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. The limitation on liability of Directors of the Corporation contained herein shall apply to liabilities arising out of acts or omissions occurring subsequent to the adoption of this article and, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this article. Any repeal or modification of this article shall be prospective only and shall not adversely affect any limitation of the liability of a Director of the Corporation existing at the time of such repeal or modification.

16. Indemnification Provisions.

(a) The Corporation shall indemnify any individual made a party to a proceeding because he or she is or was a Director or officer of the Corporation against

liability incurred in the proceeding if (1) the individual conducted himself or herself in good faith; (2) the individual reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation, that the conduct was in the best interests of the Corporation; and (ii) in all other cases, that the conduct was at least not opposed to the best interests of the Corporation; and (3) in the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful. Such a person's conduct with respect to an employee benefit plan for a purpose he or she reasonably believed to be in the interests of the participants in, and beneficiaries of the plan, is conduct that satisfies the requirements of clause (2)(ii) of this paragraph.

(b) The termination of a proceeding by a judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or officer of the Corporation did not meet the standard of conduct described in this article.

(c) No Director or officer of the Corporation shall be indemnified in connection with a proceeding by or in the right of the Corporation in which the Director or officer of the Corporation was adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to the Director or officer of the Corporation, whether or not involving action in his or her official capacity, in which the Director or officer of the Corporation was adjudged liable on the basis that personal benefit was improperly received by him or her. Any indemnification connected with a proceeding by or in the right of the Corporation is limited to reasonable expense incurred in connection with the proceeding.

(d) The Corporation may not provide the indemnification set forth in paragraph (a) of this article unless authorized in the specific case after a determination has been made that indemnification of the Director or officer of the Corporation is permissible in the circumstances because the Director or officer of the Corporation has met the

standards of conduct prescribed in paragraph (a) of this article. The determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding; (2) if the quorum cannot be obtained as provided in (1) above, then by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate) consisting solely of two (2) or more Directors but not at the time parties to the proceeding; (3) by a special legal counsel (i) selected by the Board of Directors or its committee in the manner prescribed in (1) or (2) above, or (ii) if a quorum of the Board of Directors cannot be obtained under (1) above and a committee cannot be designated under (2) above, by majority vote of the full Board of Directors (in which selection Directors who are parties may participate); or (4) by the shareholders, but shares owned by or voted under the control of Directors who are at the time parties to the proceeding may not be voted on the determination, with a majority of the shares that are entitled to vote on the transaction by virtue of not being owned by or under the control of such Directors constituting a quorum for the purposes of taking action under this paragraph. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under (3) above to select the special legal counsel.

(e) The Corporation shall indemnify a Director or officer who is successful, on the merits or otherwise, in the defense of any proceeding, or of any claim, issue or matter in such proceeding, where he or she was a party because he or she is or was a Director or officer of the Corporation, against reasonable expenses incurred in connection therewith, notwithstanding that he or she was not successful on any other claim, issue or matter in any such proceeding.

(f) The Corporation shall pay for or reimburse the reasonable expenses

incurred by a Director or officer who is a party to a proceeding in advance of final disposition of the proceeding if (1) the Director or officer furnishes to the Corporation a written affirmation of good faith belief that he or she has met the standards of conduct prescribed in paragraph (a) of this article; (2) the Director or officer furnishes the Corporation a written undertaking, executed personally, or on his or her behalf, to repay the advance if it is ultimately determined that the Director or officer did not meet the standard of conduct, or is not otherwise entitled to indemnification hereunder or under applicable law; and (3) the Corporation has made a determination that there are no known facts which would preclude indemnification hereunder or under applicable law. The undertaking required by (2) above must be an unlimited general obligation of the Director or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

(g) Any indemnification or advancement of expenses by the Corporation pursuant hereto shall be made only in the manner and to the extent authorized by applicable law. If applicable law is amended hereafter to authorize indemnification to a greater extent than provided herein, then the indemnification provided herein shall be deemed to be expanded to the fullest extent permitted by applicable law. Any such indemnification or advancement of expenses shall not be deemed exclusive of, and shall be in addition to, that which may be contained herein, in the By-Laws of the Corporation, in a resolution of the shareholders or the Board of Directors or in a contract or otherwise. The indemnification provided by this article shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(h) The Corporation may purchase and maintain insurance, or furnish similar protection (including but not limited to trust funds, self insurance reserves or the like), on behalf of any individual who is or was a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation, is or

was serving at the request of the Corporation as a director, officer, partner, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against him or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify him or her against such liability under this article or applicable law.

17. No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either:

(1) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors: or

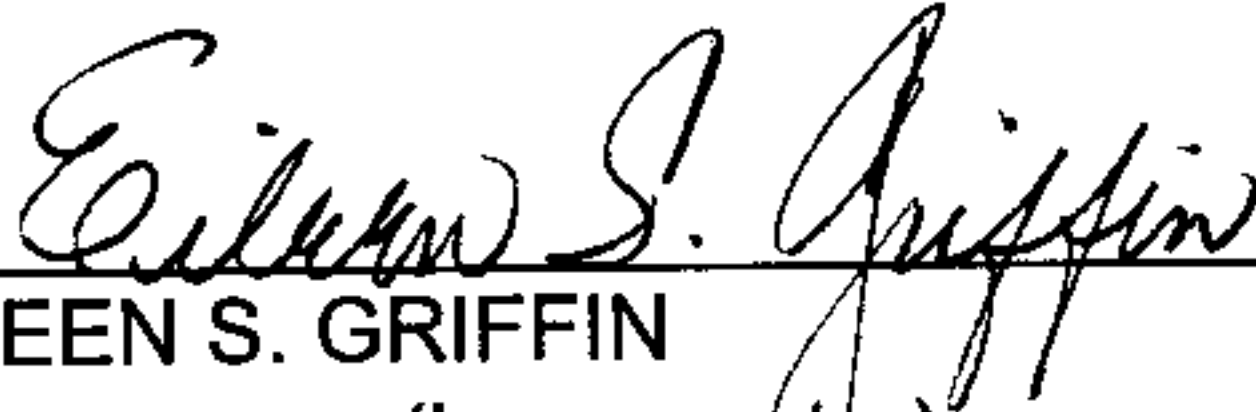
(2) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

18. 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.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation this 20th day of September, 2000.



EILEEN S. GRIFFIN
(Incorporator)

THIS INSTRUMENT PREPARED BY:

William S. Fishburne, III, Esq.

BURR & FORMAN LLP

3100 SouthTrust Tower

420 20th Street, North

Birmingham, Alabama 35203

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:

Hixson Smith Consultants, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Eileen Griffin, 420 20th Street N Ste 3100, Birmingham, AL 35203 for a period of one hundred twenty days beginning September 13, 2000 and expiring January 12, 2001.



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 13, 2000
Date

Jim Bennett
Jim Bennett

Secretary of State

Inst # 2000-33154

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03:17 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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