

**ARTICLES OF INCORPORATION
OF**

F.E.M. ENTERPRISES, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such Corporation

ARTICLE ONE

The name of the Corporation is F.E.M. ENTERPRISES, INC..

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act and to acquire, preserve, and coordinate information on markets, developing potentials, opportunities, resources, businesses, industries and their needs, and to provide facilities for trade and the exchange of products, services, ideas, and statistical business information between companies and individuals in and between communities and trade centers throughout the State of Alabama, and other states and nations, when and as authorized by law.

Generally, to do and perform any and all things that may be incidental to or necessary or proper to the conduct of any or all of the above described objects and purposes, or any other object or purpose not prohibited by law, with full power to do and perform any and all of the foregoing acts and things and to carry out any and all of the foregoing objects and purposes, in the State of Alabama, in other states of the United States, Federal Districts and Territories and possessions of the United States, and in foreign countries.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

The address of the initial registered office of the corporation is 310 Highland Park Drive, Birmingham, AL 35242 and the name of its initial registered agent at such address is Peter Dudchenko.

02/01/2001-03570
10:50 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HMB 105.00

Inst # 2001-03570

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is ONE (1), and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

Peter Dudchenko	310 Highland Park Drive, Birmingham, AL 35242
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ARTICLE SEVEN


The name and address of each incorporator is:

NAME

ADDRESS

Peter Dudchenko	310 Highland Park Drive, Birmingham, AL 35242
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This the th26 day of January, 2001.



Peter Dudchenko, Incorporator

THIS INSTRUMENT PREPARED BY:
ELIZABETH S. PARSONS
BLAIR AND PARSONS, P.C.
1711 Cogswell Avenue
Pell City, Alabama 35125
Phone: (205) 884-3440

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:

F.E.M. Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Peter Dudchenko, 1711 Cogswell Ave, Pell City, AL 35125 for a period of one hundred twenty days beginning January 18, 2001 and expiring May 19, 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.

January 18, 2001

Date

Jim Bennett

Secretary of State

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