

**ARTICLES OF INCORPORATION
OF
TATUM & ASSOCIATES, INC.**

THE UNDERSIGNED, acting as Incorporator of a Corporation pursuant to the Alabama Business Corporation Act and the general corporation laws of the State of Alabama, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is: **Tatum & Associates, Inc.**

ARTICLE II

PURPOSES

The objects and purposes for which the said Corporation is organized and the objects to be carried on and promoted by it are as follows:

- (a) To transact any and all lawful business which corporations may conduct under the laws of the State of Alabama or any other state in which the Corporation may legally transact business.
- (b) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or dependence thereof.
- (c) To acquire, own, purchase, sell, exchange, lease, pledge and mortgage real and personal property of every kind, including the Corporation's own capital stock and any securities created or issued by any persons, firms, associations, corporations, or governments or subdivisions thereof.
- (d) To exercise every power and engage in every activity that may be necessary, appropriate, convenient and incidental to the foregoing enumerated purposes.

**Inst # 2001-06066
02/22/2001-06066
09:17 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HMB 105.00**

ARTICLE III

AUTHORIZED CAPITAL SHARES

The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock and are of one class only.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation and the name of its registered agent at such address is as follows:

Billie W. Tatum
242 Beaver Creek Parkway
Pelham, AL 35124

ARTICLE V

DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two, and the names and addresses 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:

Larry W. Tatum	Billie W. Tatum
242 Beaver Creek Parkway	242 Beaver Creek Parkway
Pelham, AL 35124	Pelham, AL 35124

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Billie W. Tatum
242 Beaver Creek Parkway
Pelham, AL 35124

ARTICLE VII

DENIAL OF PRE-EMPTIVE RIGHTS

No holder of any shares of any class of this Corporation shall, as such holder, have any pre-emptive rights to purchase or subscribe to any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

The undersigned, acting as Incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 13th day of February 2001.


Billie W. Tatum, Incorporator

THIS INSTRUMENT PREPARED BY:
J. Thomas Martin
Attorney at Law
P.O. Box 36474
Birmingham, Alabama 35236

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:

Tatum & Associates, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Tom Martin, PO BOX 36474, Birmingham, AL 35236 for a period of one hundred twenty days beginning February 1, 2001 and expiring June 2, 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.

February 1, 2001

Date

A handwritten signature in black ink, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State

Inst # 2001-06066
02/22/2001-06066
09:17 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MMB 105.00