

**ARTICLES OF INCORPORATION
OF
MIKE COLLINS WHOLESALE, INC.**

SUBCHAPTER "S"

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a corporation (the "Corporation") pursuant to the Alabama Business Corporation Act, Section 10-2a-1, et seq., Code of Alabama (1975) (the "Act"), do hereby certify as follows:

1. NAME. The name of the Corporation is:

"MIKE COLLINS WHOLESALE, INC."

2. DURATION. The period of duration of the Corporation shall be perpetual, beginning with the date of filing (the "Filing Date") these Articles of Incorporation with the office of the Judge of Probate for Shelby County, Alabama.

3. PURPOSE. The Corporation has been organized to transact any lawful business for which a corporation may be formed under the Act but nothing contained herein shall be construed as authorizing the Corporation to carry on the business of banking or insurance or to act as a trust company.

4. POWERS. The Corporation shall have and may exercise all power and authority to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the following:

(a) To sue and be sued, complain and defend, in its name.

(b) To purchase, acquire own, hold, improve, develop, operate, manage, sell, convey, assign, transfer, exchange, release, dispose of, mortgage, encumber, pledge, create security interests in, lease, hire, deal in, and loan or borrow money upon, real and personal property, tangible and intangible, of every kind, character and description, including but not limited to general partnership interests, limited partnership interests, and interests in limited liability companies, corporations or other entities, or interest therein, along or in conjunction with others, or in the name of one or more partnerships, limited partnerships, limited liability companies, corporations or other entities in which it may constitute one of the partners, members or shareholders.

(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 with any license, power, authority, concession, right or privilege which any corporation may make or grant.

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(d) 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.

(e) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any entity in Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences or indebtedness, promissory notes, mortgages or securities, notes, bonds or other evidences of indebtedness of the Corporation, and the Corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, by it 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 provide by the laws of Alabama.

(f) To endorse, lend its credit to, or otherwise guarantee, or become a surety with respect to, obligate itself for, or pledge or mortgage all or any part of its properties to secure the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, lease, mortgage, or obligation, of any subsidiary, affiliated or related corporation or entity or any other corporation, association or other entity, domestic or foreign, or of any person, firm, partnership, limited liability company or joint venture.

(g) 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, limited liability company, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(h) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, entity, association, limited liability company or corporation; to pay for the same in cash or with other assets of or interest in the Corporation, or otherwise; to hold, or in any manner dispose of the whole or any part of 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.

(i) To borrow money from any partnership, limited liability company, corporation, entity or person (including, without limitation, any manager or member of the Corporation and their respective affiliates), without security, or upon the giving of security

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, and to enter into revolving credit agreements or other loan agreements of any kind with banks or other financial or institutional investors.

(j) To lend money to any partnership, limited liability company, corporation, entity or other person (including, without limitation, any manager or member of the Corporation, and their respective affiliates), upon the receipt of such security as the managers or members of the Corporation may deem advisable by way of mortgage, pledge, transfer, or 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 issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(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 interest 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 interests in and claims affecting the same.

(n) To enter into any lawful arrangements for sharing of profits, union of interest, reciprocal concessions or cooperation, as partner (general or limited), member, joint venture or otherwise, with any person, partnership, corporation, limited liability company, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which the Corporation is authorized to carry on, or any business which the Corporation is authorized to carry on, or any transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of the Corporation.

(o) To have one or more offices to carry on all of the Corporation's operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, or country.

5. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follows:

**Michael W. Collins
1003 1st Street North
Alabaster, Alabama 35007**

6. ISSUANCE AND DISPOSITION OF SHARES.

(a) Number of Shares. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 100 shares of common stock, par value \$10.00 per share.

(b) Issuance of Shares. The Corporation may from time to time issue shares pursuant to the By Laws, and may receive in payment thereof, in whole or in part, cash, services actually performed, real or personal property (tangible or intangible), or a promissory note or other binding obligation to pay cash, convey property or render services.

(c) Restrictions on Transfer of Shares. Shares shall be transferable only upon such terms and conditions as set forth in the By Laws.

(d) Rights and Options. Rights or options entitling the holders thereof to purchase shares from the Corporation shall be created and issued by the Corporation only as set forth in the By Laws.

(e) Acquisition of Shares. Any person or entity which shall acquire shares in the Corporation shall acquire it subject to the provisions of these Articles of Organization and the By Laws. 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 shares on the part of any other person or entity, whether or not the Corporation shall have notice thereof.

(f) Disposition of Shares. The Corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, and transfer, or otherwise dispose of, its own shares, whether direct or indirect, and may be made to the extent of unresolved and unrestricted earned surplus and capital surplus of the Corporation available therefor.

(g) Stock Certificates. The Corporation may issue stock certificates from time to time to evidence the interests of the members of the Corporation.

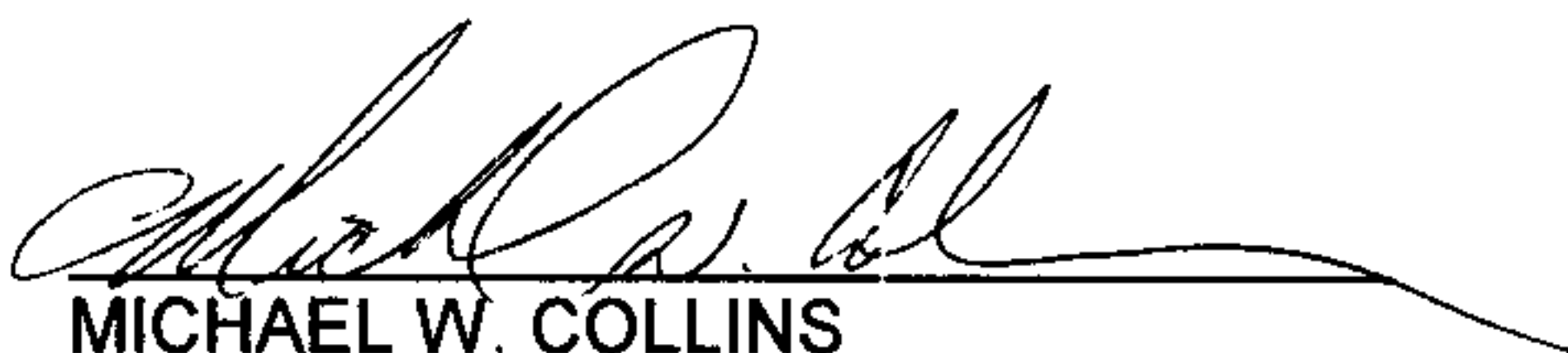
7. MANAGEMENT OF THE CORPORATION. By election of the sole shareholder, the Corporation shall not have a Board of Directors. The business of the Corporation shall be managed by the shareholder as provided by Section 10-2a-308, Code of Alabama (1975). The name and address of the original sole shareholder is

Michael W. Collins, 1003 1st Street North, Alabaster, Alabama 35007.

8. BY LAWS OF THE CORPORATION. The Corporation shall have such By Laws as may be adopted by the shareholders. The power to alter, amend, or repeal such By Laws shall be vested in the shareholders. Such By Laws may provide that any action required to be taken at a meeting of shareholders may be taken without a meeting if a consent, in writing, setting forth the action to be taken shall be signed by all the shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as an unanimous vote. The By Laws may further provide that whenever any notice is required to be given under either the laws of the State of Alabama, this Certificate of Incorporation, or be the By Laws adopted pursuant to the provisions hereof, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice.

9. AMENDMENT. 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 holders of membership interests and managers herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of a majority of the members on the effective date of any such amendment.

IN WITNESS WHEREOF, the undersigned acting as the initial members of the Corporation, have executed these Articles of Organization as of this the 12 day of April, 2001.


MICHAEL W. COLLINS

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that MICHAEL W. COLLINS, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand this the 12 day of April, 2001.

SEAL


Notary Public
My Commission Expires: 2/28/03

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:

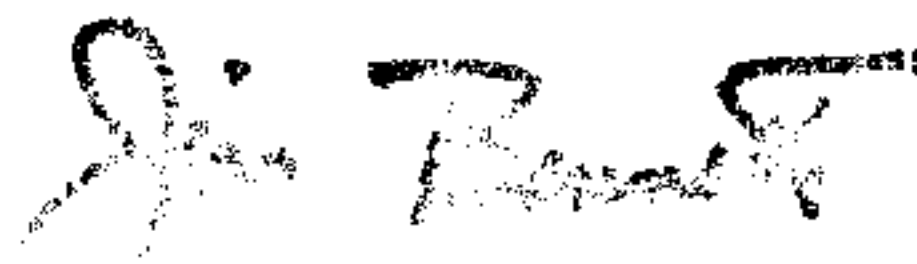
Mike Collins Wholesale, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James V Green Jr, PO Box 878, Alabaster, AL 35007 for a period of one hundred twenty days beginning May 25, 2001 and expiring September 23, 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.

May 25, 2001

Date



Jim Bennett

Secretary of State

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