

ARTICLES OF INCORPORATION
OF
MPS CONSULTING, INC.

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

FIRST: The name of the corporation is MPS Consulting, Inc.

SECOND: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

THIRD: The address of the initial registered office of the corporation is 248 Highland View Drive, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is Matt P. Scalici.

FOURTH: The name and address of the incorporator is:

Bruce A. Rawls, Esq.
✓ Burr & Forman LLP
420 North 20th Street, Suite 3100
Birmingham, Alabama 35203

FIFTH: The number of directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Matt P. Scalici
248 Highland View Drive
Birmingham, Alabama 35242

SIXTH: The purposes for which the corporation is organized are as follows:

(a) To engage in the business of rendering to others management consulting services and other activities ancillary thereto; and

(b) To render to others, and to engage in the business of rendering to others, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;

(c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

SEVENTH: No shareholder of the corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

EIGHTH: A director of the corporation shall have no liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

NINTH: The period of the corporation's duration is perpetual.

DATED: 3/1, 2002.



Bruce A. Rawls
Incorporator

This document prepared by:
Bruce A. Rawls, Esq.
Burr & Forman LLP
3100 SouthTrust Tower
420 North 20th Street
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:

MPS Consulting, Inc.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ ^{Shelby} County and is for the exclusive use of Ellen Prescott, P O Box 830719, Birmingham, AL 35283-0719 for a period of one hundred twenty days beginning February 28, 2002 and expiring June 29, 2002.



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 28, 2002

Date

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

Jim Bennett

Secretary of State

Inst # 2002-10713

03/06/2002-10713
09:33 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 CH 105.00