

ARTICLES OF INCORPORATION
OF
ESSENTIAL SOLUTIONS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Alabama, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the Corporation shall be Essential Solutions, Inc.

ARTICLE TWO

CORPORATE DURATION:

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES:

The general purposes for which the corporation is organized are:

1. To engage in the business of consulting services and activities related thereto.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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Inst # 2002-15717

ARTICLE FOUR

CAPITALIZATION:

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have a par value of Ten Dollars (\$10.00) per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of the corporation is 1622 Keeneland Drive, Helena, AL 35080, and the name of its initial registered agent at such address is Cris A. Nelson.

ARTICLE SIX

DIRECTORS:

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Cris A. Nelson	1622 Keeneland Drive, Helena, AL 35080
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ARTICLE SEVEN

INCORPORATORS:

The name and address of each incorporator is:

Cris A. Nelson	1622 Keeneland Drive, Helena, AL 35080
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ARTICLE EIGHT

The business and affairs of the Corporation shall be managed by a Board of Directors, which shall be invested with all the powers and privileges provided by the laws and constitution of the State of Alabama. In furtherance, and not in limitation of said powers, the Board of Directors is expressly authorized and empowered to establish bonus, profit sharing or other types of incentive or compensation plans for the employees (including officers and directors) of the Corporation, and to fix the amounts of profits to be distributed or shared, and to determine the persons to participate in any such plans and the amount of their respective participation.

Any Director or any officer may be removed at any time in such manner as shall be provided in the By-Laws of the Corporation.

No contract or other transaction between the 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 Stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Subject to any limitation in the By-Laws, the members of the Board of Directors shall be entitled to reasonable fees, salaries, or other compensation for their services as such directors and to reimbursement for expenses incurred by them as such members. Nothing contained herein shall preclude any Director from serving the Corporation, or any subsidiary or affiliated Corporation, in any other capacity and receiving reasonable compensation thereof.

The Stockholders and Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to the provisions of the laws of Alabama, outside of said state and at such place or places as may from time to time be designated by them.

The Board of Directors may authorize the sale and issuance of any authorized, but unissued, capital or treasury stock to such persons, on such terms and for such consideration as the Board of Directors in its discretion deems proper, provided however, existing Stockholders shall have preemptive rights to the purchase of said stock.

ARTICLE NINE

The Corporation and its Stockholders are hereby authorized to enter into agreements restricting the sale, transfer, or encumbrance of the capital stock of the Corporation, or the voting rights relative thereto. Such agreement may be entered into by any of the Stockholders or between themselves and may include the Corporation as a party thereto. A copy of any such agreement shall be retained in the principal office of the Corporation in the State of Alabama and shall be available for inspection by any Stockholder or his duly authorized agent or representative.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Alabama, do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true, and we have accordingly set our hands and seals on this the 4th day of April, 2002.

Chris A. Nelson

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:

Essential Solutions, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Cris Nelson, PO Box 520, Pelham, AL 35124 for a period of one hundred twenty days beginning March 29, 2002 and expiring July 28, 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.

March 29, 2002

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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