

ARTICLES OF INCORPORATION

STATE OF ALABAMA }
}
SHELBY COUNTY }

TO: THE JUDGE OF PROBATE OF Shelby COUNTY, ALABAMA

The undersigned, desiring to establish a body corporate, hereby files the following Articles of Incorporation pursuant to the Alabama Business Corporation Act, Ala. Code Para. 10-2B-1.01, et seq. (1994 Repl. Vol.).

**ARTICLE I
NAME**

The name of the corporation shall be LivingGr8, Inc.

**ARTICLE II
STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is 10,000. The Corporation shall have one class of stock which shall be common stock.

**ARTICLE III
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 that address shall be:

Richard D. Kilgore
1503 Sequoia Trail
Alabaster, Alabama 35007

**ARTICLE IV
INCORPORATORS**

The name and address of each incorporator of the Corporation is:

Richard D. Kilgore
1503 Sequoia Trail
Alabaster, Alabama 35007

ARTICLE V DIRECTORS

Directors shall be natural persons. The number of directors constituting the initial board of directors shall be One. The Shareholders may, by majority vote of the shares entitled to vote, increase the number of directors.

The names of the persons who are to serve as directors until the first annual meeting of the Shareholders and until their successors be elected and qualified are:

Richard D. Kilgore

The address of each of the persons named as a director is as follows:

% 1503 Sequoia Trail
Alabaster, Alabama 35007

ARTICLE VI PURPOSES AND ORGANIZATION

The purposes for which the Corporation is organized are the transaction of any and all lawful business for which the Corporations may be incorporated under the Alabama Business Corporation Act, Ala. Code Para. 10-2B-1.01, et seq. (1994 Repl. Vol.), pursuant to which the Corporation is organized, and any other acts necessary or appurtenant thereto.

ARTICLE VII PREEMPTIVE RIGHTS

Shareholders shall not have preemptive stock purchase rights.

ARTICLE VIII VOTING

Not less than a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders. Each outstanding share, regardless of class shall be entitled to one vote, which vote shall not be cumulative, on each matter submitted to a vote at a meeting of the Shareholders. Except as otherwise required by law or set forth elsewhere herein, the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders.

ARTICLE IX OFFICERS

The names and addresses of the officers of the Corporation to serve for the first year or until replaced by the Shareholders of the Corporation are:

PRESIDENT:

Richard D. Kilgore
1503 Sequoia Trail
Alabaster, Alabama 35007

VICE PRESIDENT:

Richard D. Kilgore
1503 Sequoia Trail
Alabaster, Alabama 35007

SECRETARY:

Richard D. Kilgore
1503 Sequoia Trail
Alabaster, Alabama 35007

TREASURER:

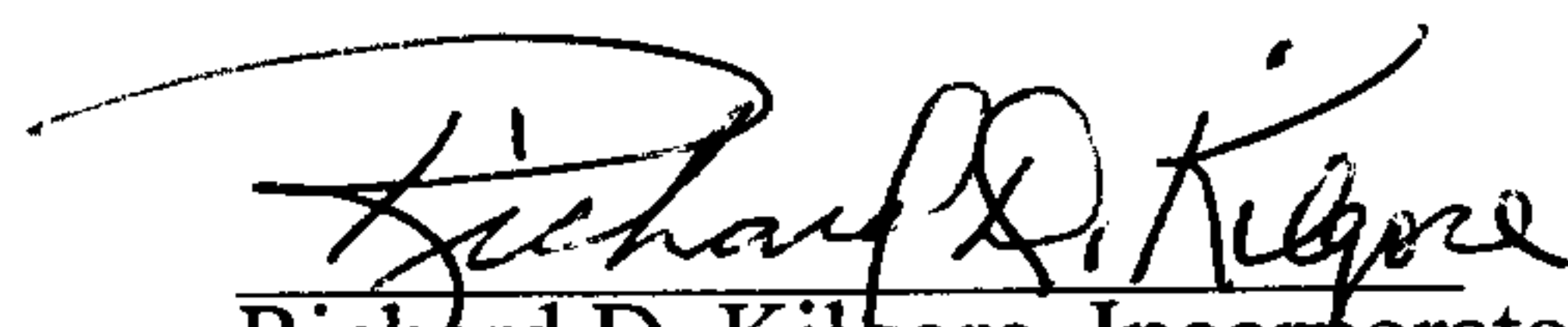
Richard D. Kilgore
1503 Sequoia Trail
Alabaster, Alabama 35007

The Shareholders may select such other officers, including but not limited to one or more vice-presidents, assistant secretaries, assistant treasurers, or other officers as they shall from time to time determine appropriate.

ARTICLE X INDEMNIFICATION OF OFFICERS, DIRECTORS AND SHAREHOLDERS

The Corporation shall indemnify its officers, directors and Shareholders (acting in connection with the management of the affairs of the Corporation) to the maximum extent permitted by the provisions of Alabama Business Corporation Act, Ala. Code Para. 10-2B-1.01, et seq. (1994 Repl. Vol.).

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation on this the 3rd day of February, 2003.


Richard D. Kilgore, Incorporator

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

LivingGr8, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Richard D Kilgore, 2413 1st Ave N, Birmingham, AL 35203 for a period of one hundred twenty days beginning January 28, 2003 and expiring May 29, 2003.



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 28, 2003

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State