

State of Alabama)  
Shelby County )

**ARTICLES OF INCORPORATION  
OF  
Hi/Tech Services, Inc.**

The undersigned, acting as incorporators of a corporation  
under the Code of Alabama, adopt the following Articles of  
Incorporation for such corporation:

**FIRST:** The name of the corporation is Hi/Tech Services, Inc.

**SECOND:** The period of its duration is **perpetual**.

**THIRD:** The purpose or purposes for which the corporation is organized  
are:

- (a) To engage in the general business of service, maintenance, sales, and marketing as it relates to machinery, equipment, and computers.
- (b) To engage in the specific business of the maintenance and repair of plazma duct cutting machine and related equipment.
- (c) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, improved and unimproved, of every kind and description and to sell, dispose of, lease, convey, transfer, encumber and mortgage said property or any part thereof, wherever situated;
- (d) to enter into, make and perform contracts and agreements of every kind and for any lawful purpose, with any person, firm, corporation, or municipality; whether related to the business of the corporation or not;
- (e) to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees;

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- (f) to generally carry on any and every lawful business which a corporation is permitted to do by the laws and Constitution of the State of Alabama.

**FOURTH:** The aggregate number of shares which the corporation shall have the authority to issue is KEYBOARD() shares of common stock, par value KEYBOARD( ) per share constituting a total authorized capital of KEYBOARD() and consisting of one such class only.

**FIFTH:** Provisions for the regulation of the internal affairs of the corporation, and for the regulation of the business and for the conduct of the affairs of the corporation and its directors and shareholders are hereby adopted:

- (a) The initial By-Laws of the corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-Laws, provided, however, that the Board of Directors may not alter, amend or repeal any By-Law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The By-Laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the corporation, the directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.
- (b) The business and affairs of the corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be the number of persons listed as directors in Article Seven hereof. Thereafter, the number of directors of the corporation shall be fixed from time to time by the By-Laws or, in the absence of a By-Law fixing the number of directors, the number of directors shall be the same as the number comprising the initial Board of Directors. The number of directors may be increased or decreased from time to time by amendment to the By-Laws, and no decrease shall have the effect of shortening the term of any incumbent director, except that any director may be removed, with or without cause, by a vote at an election of directors at a meeting of shareholders held pursuant to the laws of Alabama.
- (c) In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:



- (i) to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in; and
  - (ii) to make, from time to time, (so far as may be permitted by Federal or State law and regulations) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money to be loaned is not at any time required in the conduct of the business of the corporation.
- (d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders, may be taken without a meeting, if prior to such meeting, a written consent thereto is signed by all members of the Board, if action by the directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

**SIXTH:** The address of the initial registered office of the corporation is 363 Waterford Cove Trail, Calera, Alabama 35046 and the registered agent at such address is Bobby Isaac Clark.

**SEVENTH:** The number of directors constituting the initial board of directors of the corporation is one, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

| <u>Name</u>       | <u>Address</u>                                  |
|-------------------|---|
| Bobby Isaac Clark | 363 Waterford Cove Trail, Calera, Alabama 35046 |

**EIGHTH:** The names and address of each incorporator are:

|                   |   |
|-------------------|---|
| Bobby Isaac Clark | 363 Waterford Cove Trail, Calera, Alabama 35046 |
|-------------------|---|

**NINTH:** The corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to

add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Code of Alabama, and all rights conferred upon shareholders at any time not granted subject to this reservation.

DATED this 2nd day of December, 2003.

  
BOBBY ISAAC CLARK,  
INCORPORATOR

Nancy L. Worley  
Secretary of State

P.O. Box 5010  
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:

**Hi-Tech Services, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Bobby Clark, 363 Waterford Cove Trail, Calera, AL 35040 for a period of one hundred twenty days beginning October 10, 2003 and expiring February 8, 2004.



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.

October 10, 2003

Date

A handwritten signature in cursive script, reading "Nancy L. Worley".

Nancy L. Worley

Secretary of State