

ARTICLES OF INCORPORATION
(Professional Corporation)

OF

FRANK C. ELLIS, JR., P.C.

State of Alabama)
Shelby County)

The undersigned, all of the shareholders of which are duly licensed, certified attorneys at law in the State of Alabama, desiring to form a professional corporation in accordance with the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act (Ala. Code Sec. 10-4-380, et. seq.), adopt the following Articles of Incorporation:

I. NAME

The name of the Corporation shall be: FRANK C. ELLIS, JR., P.C.

II. PURPOSE

The purpose for which the Corporation is organized is to render the practice of law and providing of legal services to the public, and to do those things that are necessary and proper in connection with including but not limited to the following:

- (a) To buy, sell, own build, improve, design, plat and deal in houses and buildings of every nature, and real estate.
- (b) To act as agent, jobber, or broker in buying, selling, and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests 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 all interests in, and claims affecting the same.
- (c) To buy, own, sell, pledge, exchange, convey, and otherwise acquire hold, dispose of and deal with bills, notes, bonds, warrants, debentures, and securities of all kinds.
- (d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association, or corporation; to pay for the same in cash, the stock or other securities of this Corporation, or otherwise; to hold, or in any manner dispose of the whole or any part of the 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.

- (e) To acquire, hold, use, sell, assign, lease, exchange, and grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulas, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.
- (f) To assume or guarantee the payment of the principal of or dividends or interest on any shares of stock, notes, bonds or other securities, and to guarantee any contracts or obligations issued by any corporation, firm, or individual, and to use its name and credit for the benefit of other corporations, firms, or individuals.
- (g) To borrow and lend money; to give or to take security for money borrowed or loaned or for other purposes, by way of mortgage, pledge, transfer, assignment, or otherwise, on real or personal property of the Corporation of every nature and description; and to issue bonds, notes, bills of exchange, debentures, and other obligations and evidences of indebtedness.
- (h) To enter into, make, and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government, or colony or dependency thereof.
- (i) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law), and its bonds, debentures, notes, scrip, or other securities or evidences of indebtedness, and to hold, sell, transfer, or reissue the same.
- (j) To do all and everything necessary and proper for the accomplishment of the objects to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

The foregoing clauses shall be construed as objects, purposes, powers and provisions for the regulation of the business and the conduct of the affairs of the Corporation, the Directors and Stockholders in addition to those powers specifically conferred upon the corporation by law, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times the Corporation shall comply with the provisions of the Revised Alabama Professional Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any

one time is 1,000 all of which shall be common shares with par value of \$1.00 per share. The Stock shall be issued initially in the amount of 1,000 shares at a par value of \$1.00 per share for a total par value of \$1,000.00

V. CAPITAL

The amount of the stated capital with which the Corporation shall begin business is One Thousand and no/100 (\$1,000.00) Dollars.

VI. REGISTERED OFFICE

The address of the initial registered office of the corporation in this state is P. O. Box 587, 111 North Main Street, Columbiana, Alabama 35051. The initial registered agent at the registered office is Frank C. Ellis, Jr.

VII. INCORPORATORS

The name and post office address of the incorporator is:

Name:

Address:

Frank C. Ellis, Jr.

P. O. Box 587
111 North Main Street
Columbiana, AL 35051

VIII. DIRECTORS

The Board of Directors shall consist of not less than one nor more than ten members. The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until a successor is elected and shall qualify are:

Name:

Address:

Frank C. Ellis, Jr.

P. O. Box 587
111 North Main Street
Columbiana, AL 35051

IX. SHARES - RESTRICTIONS

This Corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof in whole or in part cash, labor done, personal property, or real property or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock

and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof. No Shareholder shall have any preemptive right to purchase a proportionate interest in the issuance of any shares. No share of stock of this Corporation shall be issued to or transferred to any person who is not a licensed, certified attorney at law duly licensed to practice law in the State of Alabama.

X. CORPORATE POWERS

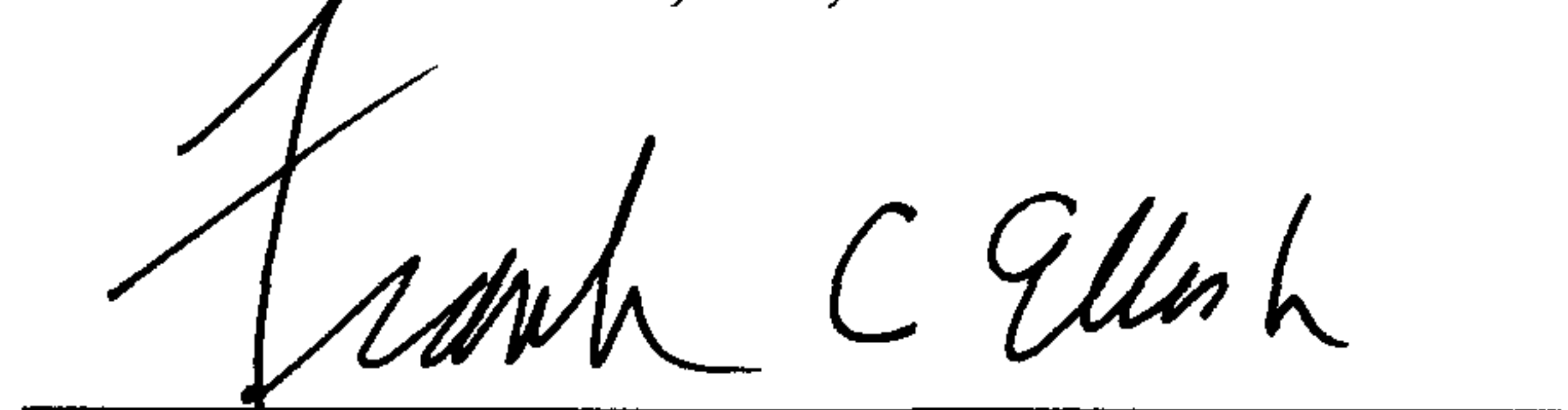
The corporate power shall be exercised by the Board of Directors, and may be exercised without a meeting by unanimous consent or otherwise, except as otherwise provided by statute or by these Articles of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make and alter the Bylaws of the Corporation, but Bylaws so made by the Directors may be altered or repealed by the Directors of Stockholders.
- (b) To fix and determine and 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 for the declaration and payment of dividends; to direct and determine 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.

The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles of Incorporation, this the 26 day of December, 2003.

FRANK C. ELLIS, JR., P.C.



By: Frank C. Ellis, Jr.

This instrument was prepared by:

Frank C. Ellis, Jr.
Wallace, Ellis, Fowler & Head
P. O. Box 587
Columbiana, Alabama 35051
Telephone: (205) 669-6783
Facsimile: (205) 669-4932

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:

Frank C Ellis Jr., P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Frank C Ellis Jr, PO Box 587, Columbiana, AL 35051 for a period of one hundred twenty days beginning January 8, 2004 and expiring May 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.

January 8, 2004

Date

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

Nancy L. Worley

Secretary of State