

**THIS INSTRUMENT WAS PREPARED BY:**

**Richard C. Shuleva, Attorney  
2450 Valleydale Road  
Birmingham, Alabama 35244**

**ARTICLES OF INCORPORATION**  
**OF**  
**ADVANTAGE ENGINEERING SERVICES, INC.,**  
**A CLOSE CORPORATION**

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, **Michael A. Thomas**, who is over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being the sole subscriber to the capital stock of the corporation hereby organized, does make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is **ADVANTAGE ENGINEERING SERVICES, INC.**, and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.
2. The corporation is a close corporation, organized pursuant to **Code of Alabama**, Section 10-2A-300, et seq.
3. The period of duration for the corporation is perpetual.
4. The object and purpose for which the corporation is formed is:
  - (a) To provide engineering services.
  - (b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above;
  - (c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation;
  - (d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes which the

corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clause, and each phrase thereof, shall be construed as the object and purpose of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be

**778 Scout Creek Trail  
Hoover, Alabama 35244**

6. The aggregate number of shares which the corporation shall be authorized to issue shall be **one hundred (100)** shares of common stock having a par value of **One Dollar (\$1.00)** per share. The amount of paid-in stock with which the corporation shall begin business shall be **One Hundred Dollars (\$100.00)**, divided into **one hundred (100)** shares of common capital stock, having a par value of **One Dollar (\$1.00)** per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation, or to any other holders of securities of the corporation, or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenant, or by the entities, shall be treated as held by one shareholder.

All of the corporation's issued shares of stock may at no time be held by more than thirty (30) persons.

7. The name and address of the incorporator and the number of shares subscribed by him is as follows:

<b>Michael A. Thomas</b>	<b>100 Shares</b>
<b>P. O. Box 360944</b>	
<b>Hoover, Alabama 35236-0944</b>	

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, said share on the part of

any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is

**778 Scout Creek Trail  
Hoover, Alabama 35244**

11. The initial registered agent for the corporation shall be

**Michael A. Thomas, President**


12. The names and addresses of the officers who shall hold office until his/her successors have been duly elected and qualified is as follows:

**Michael A. Thomas, President, Secretary & Treasurer  
P. O. Box 360944  
Hoover, Alabama 35236-0944**

13. Attached hereto, marked Exhibit "A" and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporator and the manner in which such subscription is provided to be discharged.

14. This corporation is formed as a close corporation or small business corporation and the stock authorized herein shall be stock of a close corporation or small business corporation, as defined by Section 1244(c) of the United States Internal Revenue Code. It is the intention of the incorporators herein to incorporate and act as a Sub-Chapter "S" corporation.

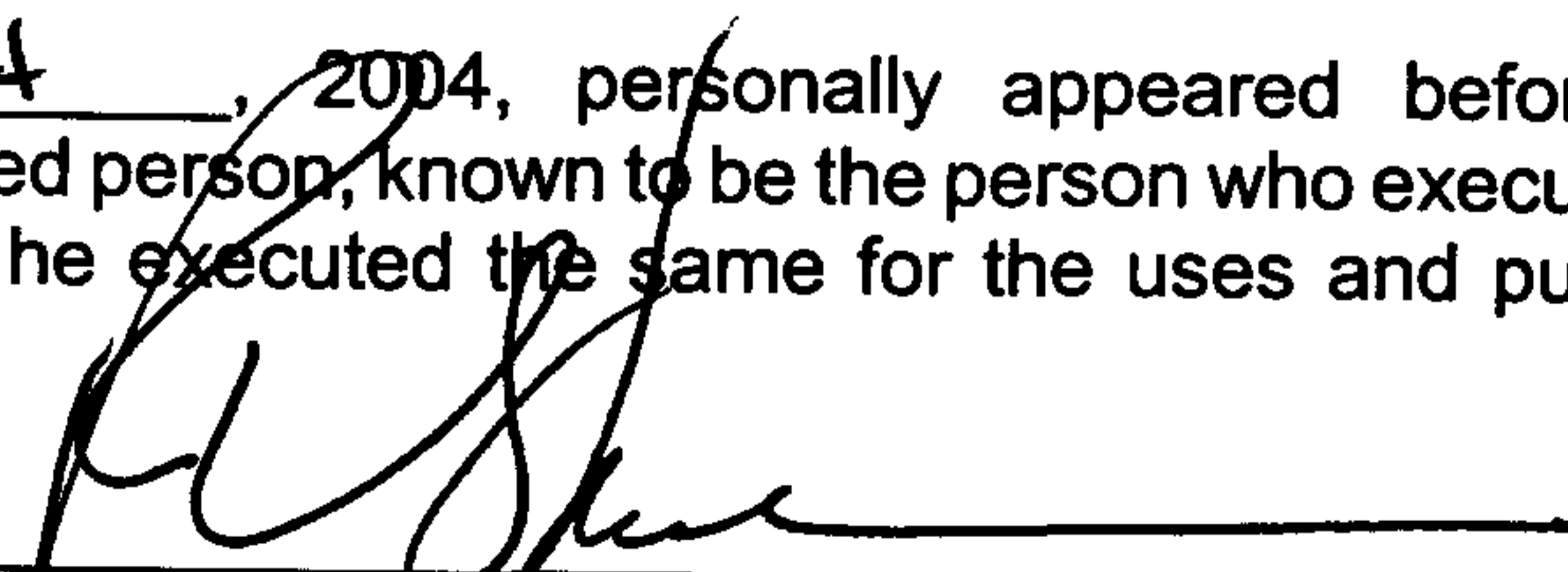
**IN WITNESS THEREOF**, the undersigned incorporator has hereunto subscribed his name to this Certificate of Incorporation this the 30<sup>th</sup> day of MARCH, 2004.

  
\_\_\_\_\_  
Michael A. Thomas

STATE OF ALABAMA     )  
COUNTY OF SHELBY    )

On the 30<sup>th</sup> day of MARCH, 2004, personally appeared before me, MICHAEL A. THOMAS, the above named person, known to be the person who executed the foregoing certificate and acknowledges that he executed the same for the uses and purposes therein set forth.

8-11-04  
\_\_\_\_\_  
My Commission Expires

  
\_\_\_\_\_  
Notary Public

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:

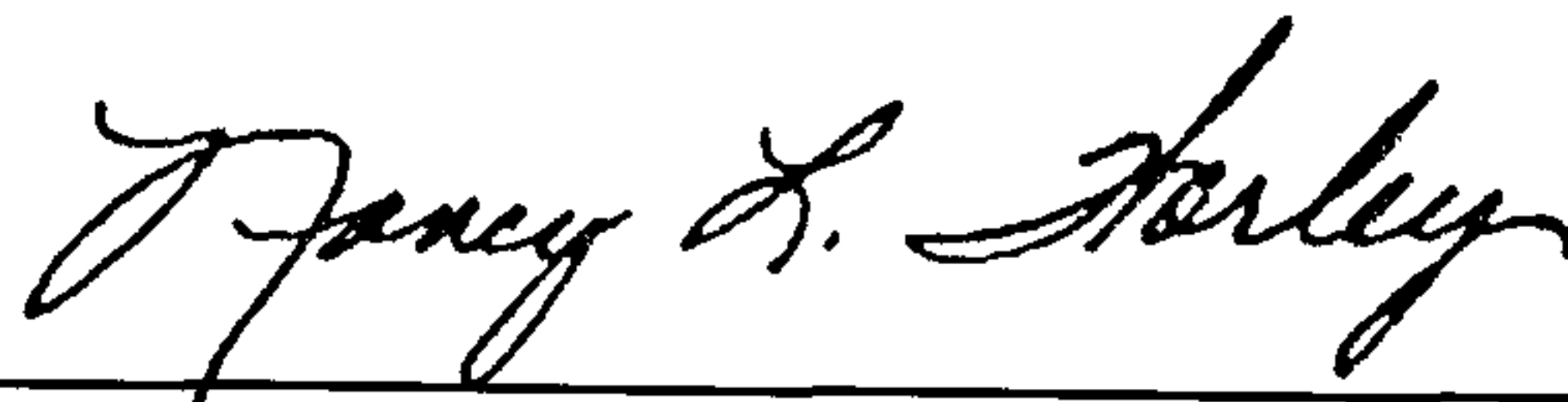
**Advantage Engineering Services, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Richard Shuleva, 2153 Riverchase Office Road, Birmingham, AL 35244 for a period of one hundred twenty days beginning December 5, 2003 and expiring April 4, 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.

December 5, 2003

Date



Nancy L. Worley

Secretary of State

