


THIS INSTRUMENT WAS PREPARED BY:
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Shelby Cnty Judge of Probate, AL
04/22/2004 15:49:00 FILED/CERTIFIED

ARTICLES OF INCORPORATION

OF

UPTON MEDIA WORKS, INC.

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Upton Media Works, Inc.

SECOND: The period of its duration is unlimited and perpetual.

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

- (a) The publication and distribution of various media.
- (b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways, deal in and with property of every kind in character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choices in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes,

commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind of character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concession to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may

deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things, and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under this corporation is formed, as such laws are now in effect or may at any time hereinafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock, which shall all be of the same class and of the par value of One Dollar (\$1.00) per share.

FIFTH: The address of the initial registered office of the corporation is 5292 Highway 11, City of Pelham, County of Shelby and State of Alabama, and the name of its initial registered agent at such address is Gary W. Upton, Sr.

SIXTH: The number of directors constituting the initial board of directors of the corporation is two, and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor is elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Gary W. Upton, Sr.	5292 Highway 11, Pelham, AL 35124
Mary Christine Upton	5292 Highway 11, Pelham, AL 35124

The name and address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Gary W. Upton, Sr.	5292 Highway 11, Pelham, AL 35124
Mary Christine Upton	5292 Highway 11, Pelham, AL 35124

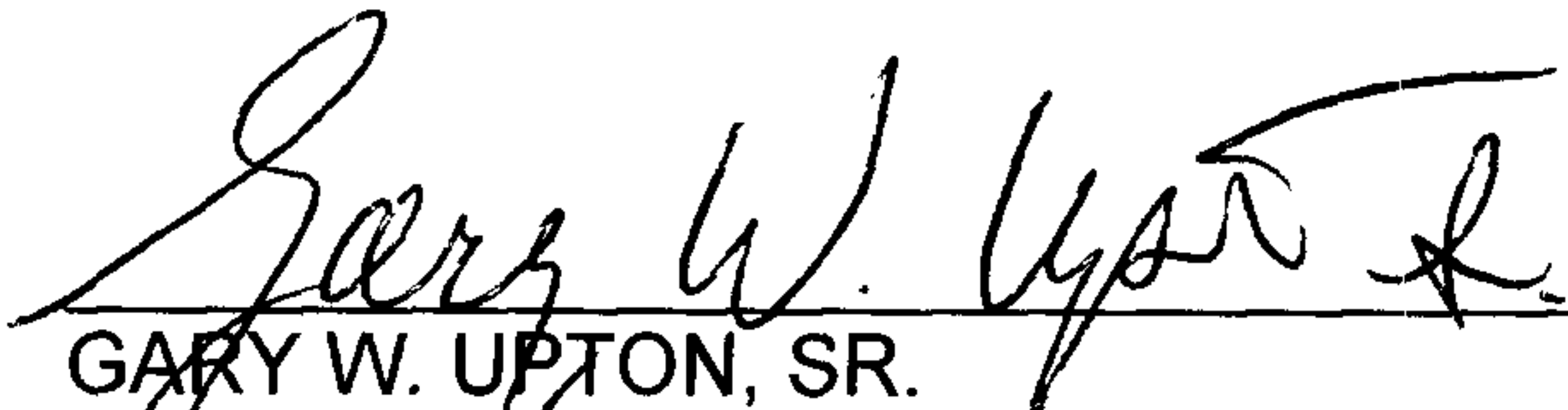
The corporation is a close corporation authorized by section 10-2A-313, Code of Alabama (1975), as amended.

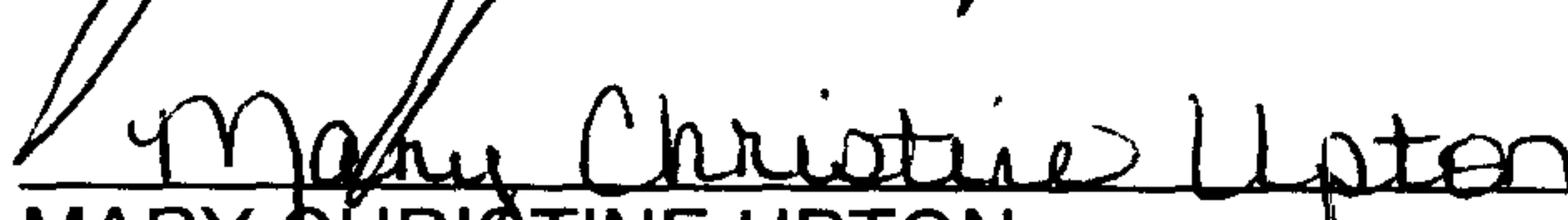
NINTH: For purposes of determining the number of holders of tenancy or common tenancy or by the entreties shall be treated as held by one shareholder.

TENTH: All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held by not more than four (4) persons.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to share of the corporation.

DATED: April 20, 2004

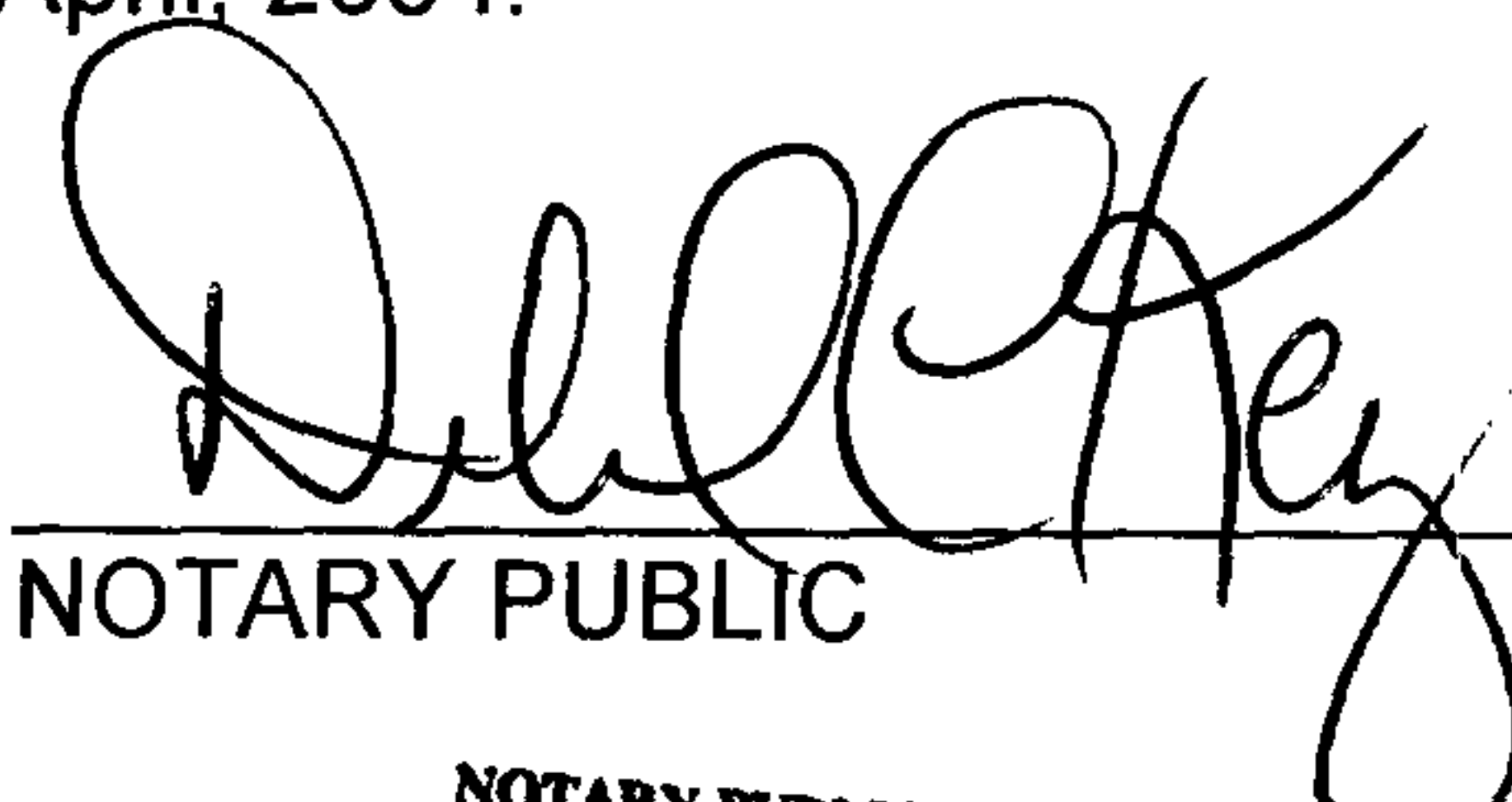

GARY W. UPTON, SR.


MARY CHRISTINE UPTON

STATE OF ALABAMA
SHELBY COUNTY

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that Gary W. Upton, Sr. and Mary Christine Upon, whose names are signed to the foregoing instruments, and who are known to me, acknowledged before me on this day that, being informed of the contents of the instruments, they have executed the same voluntarily on the day the same bears date.

Given under my hand this the 20th day of April, 2004.


NOTARY PUBLIC

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Sept 29, 2005
BONDED THRU NOTARY PUBLIC UNDERWRITERS

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:

Upton Media Works, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of DOUGLAS KEY, 2163 HWY 31 S STE 102, PELHAM, AL 35124 for a period of one hundred twenty days beginning April 9, 2004 and expiring August 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.

April 9, 2004

Date

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

Nancy L. Worley

Secretary of State