

ARTICLES OF INCORPORATION
OF
UPWARD INVESTMENTS, 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 Upward Investments, Inc. (the "Corporation").

SECOND: The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1000) shares of common stock of the par value of one dollar (\$1.00) per share.

THIRD: The address of the initial registered office of the Corporation is 134 Brook Highland Cove, Birmingham, AL 35242, and the name of its initial registered agent at such address is Mark Huntington Hinson.

FOURTH: The name and address of the incorporator is:

Charles Miner Harrell, Jr.
420 North 20th Street, Suite 3100
Birmingham, AL 35203

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Mark Huntington Hinson
134 Brook Highland Cv.
Birmingham, AL 35242

James David Hinson
4721 Salisbury Road
Suite 48
Jacksonville, FL 32256

SIXTH: The purposes for which the Corporation is organized are as follows:

(a) To provide construction and maintenance services and engage in other business ancillary thereto;

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;

(c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

SEVENTH: No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or

disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

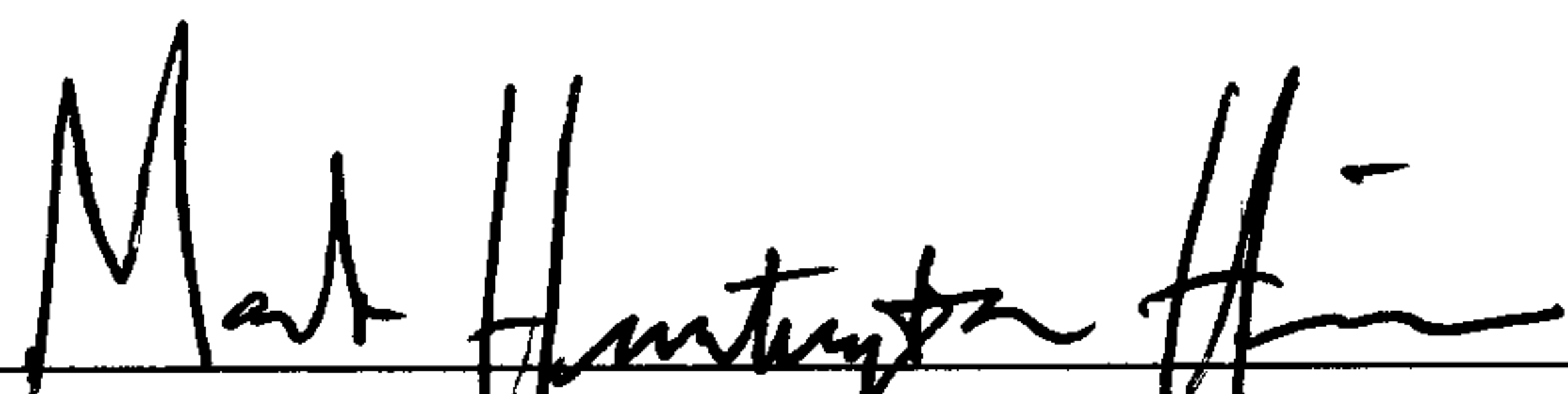
EIGHTH: A director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the Corporation or shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the Corporation or its shareholders.

NINTH: The period of the Corporation's duration is perpetual.

TENTH: The Board of Directors of the corporation is expressly authorized to alter, amend, or repeal the By-laws; but the By-laws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the shareholders is given; and provided, that only the shareholders may approve any By-law amendment that increases or decreases by more than thirty (30) percent the number of directors of the corporation.

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DATED: December 2, 2004.



Mark Huntington Hinson, Incorporator

✓ This document prepared by:
Charles Miner Harrell, Jr., Esq.
Burr & Forman LLP
420 North 20th Street, Suite 3100
Birmingham, Alabama 35203
(205) 251-3000

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:

Upward Investments, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Christy Floyd, 420 North 20th St Ste 3100, Birmingham, AL 35203 for a period of one hundred twenty days beginning December 2, 2004 and expiring April 2, 2005.



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 2, 2004

Date

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

Nancy L. Worley

Secretary of State