

ARTICLES OF INCORPORATION
OF
MSSI, INC.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Business Incorporation Act, the undersigned, Mike Mooney, acting as incorporator, hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is MSSI, 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.

ARTICLE II

CAPITAL STOCK

The aggregate number of shares which this corporation shall have the authority to issue shall be 1,000 common shares having a par value of \$1.00 per share.

ARTICLE III

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent at such address are as follows:

Registered Agent:	Mike Mooney
Registered Office	1040 14 th Street, Suite C
	Calera, Alabama 35040

ARTICLE IV

INCORPORATOR

The name and address of the incorporator is:

Mike Mooney

1040 14th Street, Suite C
Calera, Alabama 35040

ARTICLE V

DIRECTORS

Mike Mooney
1040 14th Street, Suite C
Calera, Alabama 35040

ARTICLE VI

PURPOSES AND POWERS

The purposes and objects for which the corporation is formed are:

- (a) To engage in any lawful business, act or activity for which corporations may be incorporated under the Act.
- (b) Without limiting the scope and generality of the foregoing, to engage in the business of manufacturing or otherwise produce, purchase or otherwise acquire, sell let and deal in goods, modular jail cells and modular jail cell wall systems.
- (c) To have and to exercise any and all of the powers specifically granted in the business corporation laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or the object of the corporation and none of which are denied to it by these Articles of Incorporation.

ARTICLE VII

DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE VIII

RESTRICTIONS OF TRANSFER

This corporation may, from time to time, lawfully enter into any agreement, to which all or less than all of the holders of record of the issued and outstanding shares shall be parties, restricting the transfer of any or all shares represented by certificates therefore upon such reasonable terms and conditions as may be approved by the Board of Directors

of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

ARTICLE IX

BINDING EFFECT

All persons who acquire shares in this corporation shall acquire them subject to the provisions of these Articles of Incorporation, as the same may from time to time hereafter be amended. Except as otherwise expressly provided by the laws of the State of Alabama, this corporation shall be entitled to treat the person or entity in whose name any share 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 or entity, whether or not this corporation shall have notice hereof.

ARTICLE X

EXECUTION OF DOCUMENTS

The President of this corporation shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of this corporation; and the Secretary or any Assistant Secretary of this corporation shall have authority to affix said seal to instruments requiring it and to attest the same.

ARTICLE XI

EXCERISE OF POWER

The corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by statue or by these Articles of Incorporation. 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 the Board of Directors by statue.

ARTICLE XII

INTEREST OF DIRECTORS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to this corporation and if either:

- (a) The fact of such relationship or interest is disclosed to the Board of Directors or committee thereof, and such Board of Directors or committee authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- (b) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

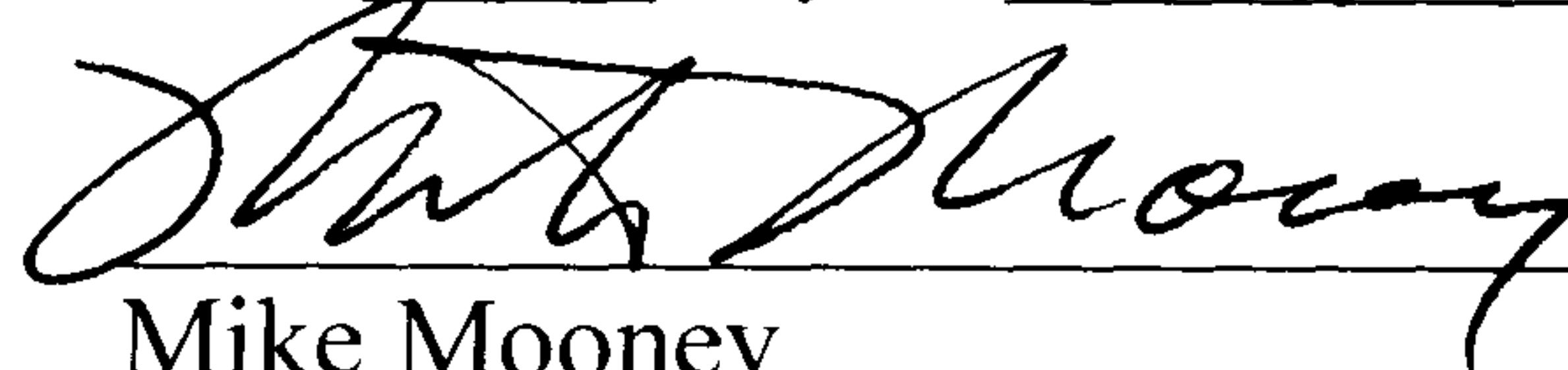
ARTICLE XIII

ELIMINATION OF DIRECTOR LIABILITY

No director shall be liable 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 a financial benefit received by a director to which he or she is not entitled;
- (b) An intentional infliction of harm on the corporation or the shareholders;
- (c) A violation of Para 10-2B-8.33, Code of Alabama, as the same may be amended from time to time;
- (d) An intentional violation of a criminal law; or
- (e) A breach of the director's duty of loyalty to the corporation or its shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles of Incorporation on this 31 day of MARCH, 2005.


Mike Mooney
Incorporator



20050331000147410 5/5 \$95.00
Shelby Cnty Judge of Probate, AL
03/31/2005 11:18:50AM FILED/CERT

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:

MSSI, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mike Mooney, 1040 14th St Ste C, Calera, AL 35040 for a period of one hundred twenty days beginning March 24, 2005 and expiring July 23, 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.

March 24, 2005

Date

Nancy L. Worley

Secretary of State