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STATE OF ALABAMA)
)
SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

KEECHA HARRIS AND ASSOCIATES, INC.

TO THE HONORABLE JUDGE OF PROBATE IN AND FOR THE COUNTY OF SHELBY, STATE OF ALABAMA:

The undersigned natural persons acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Alabama Business Corporation Act, Ala. Code, Section 10-2A-1 (1980), et seq. (this Act as amended from time to time is referred to herein as the "Act"), adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation shall be KEECHA HARRIS AND ASSOCIATES, INC.

ARTICLE TWO

PURPOSES AND POWERS

Section 2.1 The purposes for which the Corporation is organized as follows:

(a) Primary purposes. Food Systems and Public Health Consulting.

(b) Ancillary purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and to do all other things incidental to them or connected with them that are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2.2 Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, and solely in furtherance of but not in addition to the limited purposes set forth in Section 2.1 of this Article, shall have and exercise the following powers:

(a) Statutory powers. To have and exercise all the powers specified in the Act.

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(b) Capacity to act. To have the capacity to act possessed by natural persons.

(c) Officers, agents and employees and their compensation. To elect or appoint officers and agents and to hire employees; to define their duties; and to fix their compensation.

(d) Agency. To act as agent or representative for any domestic or foreign corporations, associations, partnerships, individuals or other entities.

(e) Dealing in real property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever or any interest therein.

(f) Dealing in personal property, generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and commodities of every kind, character and description whatsoever or any interest in them.

(g) Dealing in securities, generally. To purchase, take, receive, subscribe for other otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise deal in and dispose of shares, bonds, notes, debentures or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, individuals or other entities, including direct or indirect obligations or other securities of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality of them.

(h) Dealing in its own shares. To purchase, take, receive or otherwise acquire, hold, own pledge, transfer or otherwise dispose of the shares of the Corporation in the manner and to the extent permitted by the Act and these Articles of Incorporation, but not to purchase or make payment for its own shares at a time when the Corporation is, or such purchase of payment would render it, unable to pay its debts as they become due in the usual course of its business.

(i) Dealing in charters, licenses and memberships. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits (whether indeterminate or otherwise), certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges and other authorizations, including but without limiting the generality thereof, authorizations and licenses to conduct public warehouses for commodities or other personal property of all kinds under the provisions of any applicable federal and state laws.

(j) Dealing in inventions, copyrights and trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications for them, licenses, formulas, privileges, processes, copyrights and applications therefore, trademarks and applications for them, and trade names and applications for them.

(k) Dealing in goodwill. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any

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domestic or foreign corporations, associations, partnerships, individuals or other entities.

(l) Enter into profit sharing arrangements and partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association or cooperative association with any domestic or foreign corporations, associations, partnerships, individuals or other entities, and to enter into any general or limited partnership.

(m) Establishing deferred compensation plans. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(n) Contracts. To enter into, perform, terminate and rescind contracts and other agreements.

(o) Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities.

(p) Borrowing funds. To borrow or raise monies from time to time, without limit as to amount; to execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities, including but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the Corporation, whether at the time owned or afterward acquired.

(q) Loans of funds, generally. To lend money for its corporate purposes, invest and reinvest its funds from time to time, and take and hold any property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

(r) Donations. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(s) Consolidating or merging. To consolidate or merge, before or after the completion of its works or plants, in the manner provided by the Act with any other foreign or domestic corporation or corporations.

(t) Ancillary powers. To have and exercise all powers necessary or convenient to effect its purposes.

Section 2.3 Construction of powers. Each of the foregoing clauses of Section 2.2 of this Article shall not be construed as purposes but shall be construed as independent powers; and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to or inference from the terms of any other clause of Section 2.2. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses or the scope of the general

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powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 2.4 Carrying out of purposes and exercise of powers in any jurisdiction. The Corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 2.5 Direction of purposes and exercise of powers by directors. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

Section 2.6 Limiting provisions. Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking or insurance.

ARTICLE THREE

PERIOD OF DURATION

Section 3.1 Duration. The period of duration of the Corporation is perpetual.

Section 3.2 Corporation as separate entity. The Corporation shall continue as a separate entity independent of its shareholders and notwithstanding the death, insanity, incompentency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement or expulsion of any one or more of the shareholders, the transfer of shares to any new shareholder or shareholders, or the happening of any event which under the law of the State of Alabama and under like circumstances would work a dissolution of a partnership. No shareholder of the Corporation shall have the power to dissolve the Corporation by his independent act of any kind.

Section 3.3 Dissolution of Corporation. Upon the dissolution of the Corporation, the Board of Directors, as trustees of the property of the Corporation, shall apply the

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assets first to the payment of debts of the Corporation and secondly to the holders of the stock pro rata.

ARTICLE FOUR

RIGHT OF CORPORATION TO ISSUE ITS SHARES

Section 4.1 Issuance of shares. The Corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the Board of Directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual funds in the transaction, the judgment of the Board of Directors as to the value of such labor, personal property or real property 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 liable for any further payment in respect thereof.

Section 4.2 Authorized shares. No holder of any stock of this Corporation shall be entitled as of right to purchase or subscribe for any part of the authorized by unissued stock of this Corporation.

Section 4.3 Denial of preemptive rights. No shareholder shall have any preemptive right to purchase any portion of any shares of stock of the Corporation, including treasury shares, that may be issued or sold by the Corporation.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation in the state of Alabama is 2334 Forest Lakes Lane, Sterrett, AL, and the name of its initial registered agent at such address is Keecha Harris.

ARTICLE SIX

AUTHORIZED SHARES

Section 6.1 Authorized shares. The total number of shares which the Corporation shall have authority to issue shall be One Thousand (1000) shares of common stock of the par value of One Dollar ($1.00) per share. Each shareholder may have his or her share

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issued (a) in his or her individual name, or (b) in the names of two or more persons as joint tenants with right of survivorship and not as tenants in common, or (c) as tenants in common.

Section 6.2 Method of voting. At any meeting of the shareholders, each holder of the capital stock of the Corporation shall have one (1) vote for each such share of stock held by him.

ARTICLE SEVEN

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

Section 7.1 By-Laws. The initial By-Laws shall be adopted by the shareholders. The By-Laws of the Corporation shall be subject to alteration, amendment or repeal, and new By-Laws may be adopted by the affirmative vote of the holders of a majority of the shares of the capital stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director. The By-Laws may also be amended in the interim between shareholders' meeting by a majority vote of the Board of Directors; provided, however, that the Board of Directors may not alter, amend or repeal any By-Law establishing the number of directors, the number of directors constituting a quorum at a meeting of the Board of Directors, the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

Section 7.2 Provisions for reserves. The Board of Directors shall have power, from time to time, by resolution to create a reserve or reserves out of its earned surplus for any property purpose or purposes and may abolish any such reserve in the same manner. Earned surplus to the extent so reserved shall not be available for the payment of dividends or other distributions by the Corporation except as expressly permitted by the Act.

Section 7.3 Transaction in which directors have an interest. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or

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in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors; and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 7.4 Compensation of directors. The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the Corporation in any other capacity and receive compensation therefore in any form.

ARTICLE EIGHT

POWER OF INDEMNIFICATION

Section 8.1 Right to indemnification. Subject to the provisions of Section 8.4 hereof, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in

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good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 8.2 Indemnification where action by or for Corporation. Subject to the provisions of Section 8.4 hereof, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 8.3 Indemnification against expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.1 or 8.2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Section 8.4 Indemnification made where standard of conduct met. Any indemnification under Sections 8.1 or 8.2 shall (unless ordered by a court) be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 8.1 or 8.2, as the case may be. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits

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or otherwise with respect to such claim, action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the shareholders.

Section 8.5 Expenses paid in advance. Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in the preceding Section 8.4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Section.

Section 8.6 Indemnification provisions not exclusive. The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the Corporation's Articles of Incorporation, by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8.7 Power to purchase insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

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ARTICLE NINE

SUBSCRIPTION AGENT

The name and principal office address of the officer designated by the Corporation to receive subscriptions of the capital stock of the Corporation is:

Name	Address
KEECHA HARRIS	2334 FOREST LAKES LANE STERRETT, AL 35147

ARTICLE TEN

DATA ABOUT DIRECTORS

Section 10.1 Initial Board of Directors. The initial Board of Directors shall consist of one person.

Section 10.2 Names and addresses. The names and addresses of the person(s) who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Name	Address
KEECHA HARRIS	2334 FOREST LAKES LANE STERRETT, AL 35147

ARTICLE ELEVEN

DATA ABOUT OFFICERS

The name(s) and addressee(s) of the officers chosen for the first year and the office to which each has been elected are as follows:

Name	Address	Office
KEECHA HARRIS	2334 FOREST LAKES LANE STERRETT, AL 35147	President
KEECHA HARRIS	2334 FOREST LAKES LANE STERRETT, AL 35147	Secretary/Treasurer

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ARTICLE TWELVE

DATA ABOUT INCORPORATORS

The name and address of the incorporator is as follows:

Name	Address
KEECHA HARRIS	2334 FOREST LAKES LANE STERRETT, AL 35147

ARTICLE THIRTEEN

CONSTRUCTION PROVISIONS

Section 13.1 Provisions of Articles of Incorporation. The invalidity or unenforceability of any provision or any part of a provision of these Articles of Incorporation shall not in any way affect the remaining provisions hereof, which shall continue in full force and effect.

Section 13.2 Registered shareholder. Insofar as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person 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.

Section 13.3 Statutory enactments. Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the shareholders of a Corporation, shall apply to this Corporation and to every stockholder thereof to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

Section 13.4 Action by directors without meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting, if a written consent setting forth the actions so taken thereto is signed by all members of the Board or the committee, if applicable, and if such written consent is filed with the minutes of proceedings of the Board or committee.

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Section 13.5 Amendments of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal any provision in its Articles of Incorporation in any manner now or hereafter provided by law, and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation.

Section 13.6 Headings. The headings, titles and subtitles in these Articles of Incorporation have been inserted solely for convenient reference and shall be ignored in its construction.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her signature to these Articles of Incorporation on this the 1 day of April, 2006.

KEECHA HARRIS

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public, in and for said County in said State hereby certify that KEECHA HARRIS whose name is signed to the foregoing Articles of Incorporation of KEECHA HARRIS AND ASSOCIATES, INC., and who is known to me to be the party to same, acknowledged before me on this day that being informed of the contents of said Articles of Incorporation, she executed the same voluntarily on the day the same bears date and said instrument is the act and deed of the signer and the facts stated therein are true.

Given under my hand and seal this the 1 day of April, 2006.

NOTARY PUBLIC
My Commission Expires 9-16-08

This instrument prepared by:
Jennifer L. Jones, Esq.
224 Tocoa Circle
Helena, AL 35080
205.621.6688

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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:

Keecha Harris and Associates, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jennifer L Jones, 224 Tocoa Circle, Helena, AL 35080 for a period of one hundred twenty days beginning March 15, 2006 and expiring July 14, 2006.

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 15, 2006

Date

Nancy L. Worley **Secretary of State**