

ARTICLES OF INCORPORATION
OF
SULLY, INC.
STATE OF ALABAMA

ARTICLE I

The name of the corporation is:

SULLY, INC.

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are;

(1) To subscribe for, purchase, or otherwise acquire, hold, invest in, own, assign, pledge, mortgage, transfer or otherwise dispose of and deal in as principal, agent, parent company, or otherwise, share of capital stock or other types of stock of other corporations and to vote such shares containing voting rights and to acquire bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidence of indebtedness; and

(2) To produce, acquire, distribute, buy, sell, lease and trade or deal in and with personal property, real property and services.



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ARTICLE IV

The aggregated number of shares which the corporation shall have authority to issue is 1,000,000 at a no par value.

ARTICLE V

The corporation shall not commence business until it has issued one thousand shares of common stock.

ARTICLE VI

The street address of its registered office is:

224 Redwood Drive
Maylene, AL 35114

The name of its registered agent at such address is:

Neil Sullivan

ARTICLE VII

Restrictions on Preemptive Rights

No holder of any shares of any class of stock of the corporation shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to

(1) any unissued or treasury shares of any class of stock whether now or hereafter authorized of the corporation,

(2) any obligations, evidences of indebtedness, or other securities of the corporation convertible into or exchangeable for, or carrying an accompanied by rights to receive, purchase, or subscribe to, any such unissued or treasury shares,

(3) any right of subscription to or to receive,
or any warrant or option for the purchase of, any of the
forgoing securities,

(4) any other securities that may be issued or sold by
the corporation, other than such (is any) as the Board of
Directors of the corporation, in its sole and absolute
discretion, may determine from time to time.

ARTICLE VIII

Cumulative Voting

Cumulative Voting by the shareholders of the corporation
at any election for directors is expressly prohibited. The
shareholders entitled to vote for directors in such election
shall be entitled to cast one vote per directorship for each
share held, and no more.

ARTICLE IX

The name and address of the persons to serve as Directors
until the annual meeting of the shareholders of their
successor is elected and qualified is:

Neil Sullivan
224 Redwood Drive
Maylene, AL 35114

Jessica Sullivan
224 Redwood Drive
Maylene, AL 35114

ARTICLE X

Incorporations

The name and address of the incorporator is:

Neil Sullivan
224 Redwood Drive
Maylene, AL 35114

ARTICLE XI

By-Laws

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the By-Laws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders, at any meeting of the Board of Directors at which a quorum is present.

ARTICLE XII

Provisions for indemnification

Section 1. The Corporation shall indemnify, the extent provided in Section 2 and 3 of this Article, and any person who is or was a director, officer, agent, employee, partner or trustee of another corporation or a partnership, joint venture, trust or other enterprise.

Section 2. In case of a suit by or in the right of the Corporation against a person named in Section 1 of this Article by reason of his holding a position named in said Section, the Corporation shall indemnify him for expenses (including attorney's amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of the suit if (1) he is successful on the merits or otherwise, or (2) he acted in good faith in the transaction which is the subject of the suite, and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation. However, he shall not be indemnified in respect of any claim, issue or matter as to which he had been adjudged liable for negligence or misconduct in the performance of his duty to the Corporation- oration unless (and only to the extent that) the Court is which the suit was brought shall determine, upon application, that, despite the adjudication but in view of all the circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the Court shall deem proper.

Section 3. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative) - other than a suit by or in the Corporation - together hereafter referred to as a nonderivative suite, against a person named in Section 1 of this Article by reason of this holding a position named in said Section, the Corporation shall indemnify him for expenses (including attorney's fees) amounts paid in settlement, judgments and fines if (1) he is successful on the merits or otherwise, or (2) he acted in good faith in the transaction which is the subject to the nonderivative suite, 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, he has no reason to believe his conduct was unlawful. The termination of a nonderivative suite by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this Section 3.

Section 4. A determination that the applicable standard set forth in Section 2 or 3 of this Article has been satisfied may be made by a court, or by (1) a majority of the Directors of the Corporation, (whether or not a quorum) who were not parties to the action, suit or proceeding, (2) the stockholders of the Corporation. Anyone making a determination under this Section 4 may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

Section 5. The Corporation may pay in advance any expense (including attorney's fees) which may become subject to indemnification under the preceding Sections of this Article if (1) the Board of Directors authorizes to specific payment and (2) the person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the Corporation under this Article.

Section 6. The indemnification and advance payments provided by this Article shall continue as to a person who has ceased to hold a position named in Section 1 of this Article and shall inure to his heirs, executor and administrator.

Section 7. The Corporation may purchase and maintain insurance on behalf of any person who holds or who had held any position named in Section 1 against any liability incurred by him in any such position, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article, or the Laws of the State of ALABAMA.

Section 8. Indemnification payments, advance payments and insurance payments made under this Article shall be reported in writing to the stockholders of the Corporation with the next notice of annual meetings, or within six months, whichever is sooner.

Section 9. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders or disinterested directors of otherwise, both as to action in an official capacity and as to action in other capacity, while holding a position named in Section 1 of this Article.

ARTICLE XIII

Certificates

The shares of the Corporation shall be represented by certificates signed by the President and the Secretary of the Corporation. Each certificate shall state on the face thereof the holder's name, the number of shares.

IN WITNESS WHEREOF, I have hereunto set my hand this
1 day of February, 2006.

Neil Sullivan
Neil Sullivan

STATE OF ALABAMA

COUNTY OF SHELBY

I, Kelly B. Mullin, a Notary Public, do hereby certify that on this 1st day of February, 2006, personally appeared before me, Neil Sullivan, who being by me first duly sworn declares that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

Kelly B. Mullin
Notary Public
State Alabama
County Shelby

My Commission Expires

Kelly B. Mullin
Notary Public State At Large
Commission Expires
June 28, 2009



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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:

Sully, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John E Noonan Jr, PO Box 1428, Crosby, TX 77532 for a period of one hundred twenty days beginning December 29, 2006 and expiring April 29, 2007.



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 29, 2006

Date

Nancy L. Worley

Secretary of State