

COPY

ARTICLES OF INCORPORATION
of

American Management and Marketing Corporation

| | |
|---------------------|--------------------------------|
| # 178838 | |
| Filed by: <i>OH</i> | Checked by: <i>[Signature]</i> |

The undersigned, for the purpose of forming a corporation under the laws of the State of Alabama, and any act amending, supplementing or substituting for the same laws, the undersigned do adopt this Certificate of Incorporation and upon due execution, acknowledgment, filing and recording hereof as providing by the law, shall constitute a body corporate.

ARTICLE I.

NAME

1.1 The name of the Corporation shall be American Management and Marketing Corporation.

ARTICLE II.

PRINCIPAL OR REGISTERED OFFICE

2.1 The location of the principal or registered office of the Corporation in the State of Alabama shall be: *Deborah Lumpkin*
600 Forestwood Drive
1616 Third Avenue North
Birmingham, AL 35203 35214

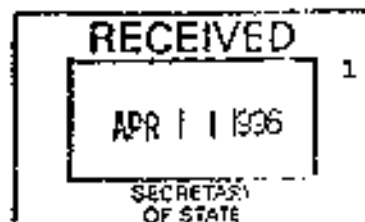
ARTICLE III.

3.1 The purpose and objects for which the corporation is formed are:

(a) To render services of all kinds; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

(b) To render services of all kinds; and to engage in any lawful act or activity for which an individual or group of individuals may be organized under the laws of the State of Alabama.

3.2 The objects and purposes specified in each subsection of Section 3.1 shall,



unless otherwise expressly provided, be in no ways limited by reference to, or inference from, the terms of any other subsection of Section 3.1, each of the subsections being regarded as creating independent objects and purposes. All words, phrases, and clauses appearing in this Article III are used in their broadest sense and shall be so construed.

ARTICLE IV

CAPITAL STOCK

4.1 The total number of shares of stock which the Corporation shall have authority to issue shall be One Thousand (1,000) at One (\$1.00) per share and the amount of capital with which the corporation shall be begin business is One Thousand (\$1,000.00) Dollars.

4.2 All of the One Thousand (1,000) shares of authorized capital stock shall be common stock. Each holder of issued and outstanding shares of common stock shall have and possess the right to notice of and to vote at shareholders' meetings and shall be entitled to cast one vote for each share held of record by him. In any vote (whether by vote at shareholders' meeting or by written consent) which is taken for the purpose of electing directors to the Board of Directors of the Corporation, no holder of voting stock of the Corporation shall have or be entitled to cumulative voting rights with respect to this shares, and all shares shall be voted on a non-cumulative basis. Dividends on any stock of the Corporation shall be payable only out of earnings or assets of the Corporation legally available for the payment of such dividends and only as and when declared by the Board of Directors. The shares of outstanding stock shall have such other rights, powers, and preferences as shall be provided from time to time by applicable law or pursuant to provisions of or authority granted by this Certificate of Incorporation.

4.3 The number of shares of capital stock with which the Corporation will begin business shall be, in the aggregate, One Thousand (1,000).

4.4 The name and post office address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock of the Corporation is:

Deborah Lumpkin
P.O. Box 310521
Birmingham, AL 35213-0521

ARTICLE V.

INCORPORATORS

5.1 The names and post office addresses of the incorporators and the number of shares of the capital stock of the corporation subscribed for by each as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. OF SHARES</u> |
|------------------------------------|--|----------------------|
| Cora Hall | P.O. Box 340453 316531 Birmingham, AL 35231 | 67 |
| Deborah Lumpkin | 1412 Iroquois Circle Montgomery, AL | 200 |
| Toni Knight | 1614 Third Avenue N. Birmingham, AL 35203 | 333 |
| American First Bonding Corporation | 1614 3rd Avenue North Birmingham, AL 35203 | 167 |
| American Trust Corporation | 1614 3rd Avenue North | 167 |
| Vanessa Fisher | 4817 Clairmont Avenue Birmingham, AL 35222 | 66 |

ARTICLE VI

INITIAL DIRECTORS AND OFFICERS

6.1 The names and post office addresses of the initial directors chosen until the first annual meeting of the stock holders or until their successors shall be elected and qualified are:

| <u>DIRECTORS</u> | <u>POSITION</u> | <u>ADDRESS</u> |
|------------------|-----------------|---|
| Deborah Lumpkin | Chairperson | P.O. Box 34003 31053 Birmingham, AL 35231 |
| Toni Knight | Director | 1614 Third Avenue N. Birmingham, AL 35203 |
| Cora Hall | Director | 1412 Iroquois Circle Birmingham, AL 35214 |
| John Hilliard | Director | 1614 3rd Avenue North Birmingham, AL 35203 |
| Vanessa Fisher | Secretary | 4817 Clairmont Avenue Birmingham, AL 35222 |
| <u>OFFICERS</u> | <u>POSITION</u> | <u>ADDRESS</u> |
| Deborah Lumpkin | President | P.O. Box 310453 Birmingham, AL 35231 |
| Toni Knight | Vice-President | 1614 Third Avenue N. Birmingham, AL 35203 |
| Cora Hall | Vice-President | 412 Iroquois Circle Birmingham, AL 35214 |
| John Hilliard | Vice-President | 1614 3rd Avenue North Birmingham, AL 35203 |
| Vanessa Fisher | Secretary | 4817 Clairmont Avenue Birmingham, AL 35222 |

ARTICLE VII.

REGISTERED AGENT FOR SERVICE

7.1 The name and post office address of the person designated by the incorporators to be the registered agent and registered office to receive the service of process is:

Debra Lumpkin
~~P.O. Box 310521~~
~~Birmingham, AL 35234-0521~~ 500 Forestwood Drive
Birmingham, AL 35214

ARTICLE VIII.

DURATION

8.1 The duration of the Corporation shall be perpetual.

WE, THE UNDERSIGNED, being each of the incorporators named, for the purpose of forming a corporation pursuant to the above referenced Act, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein are true, and accordingly have hereunto set our hands this 18th day of March, 1996.

AMERICAN FIRST BONDING CORPORATION

BY: Carol Allen
CAROL ALLEN, PRESIDENT

Deborah Lumpkin
DEBORAH LUMPKIN

Vanessa Fisher
VANESSA FISHER

AMERICAN TRUST CORPORATION

BY: Alesia Smith
ALEZIA SMITH, PRESIDENT

Toni Knight
TONI KNIGHT

Cora Hall
CORA HALL

State of Alabama)
Jefferson County)

Before me, James Wright, a notary public in and for said county, in said state personally appeared Carol Allen, Alesia Smith, Toni Knight, Deborah Lumpkin, Cora Hall and Vanessa Fisher, who are known to me, and who being first duly sworn according to the law, deposes and says that they are officers or agents designated and authorized by the incorporators of American Management and Marketing Corporation, the corporation proposed to be incorporated under the laws of the State of Alabama.

Sworn to and subscribed before me, this 18th day of March, 1996.

James Wright
Notary Public

My commission expires: 1-27-97

STATE OF ALABAMA

I, Jim Bennett, 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 10-28-4.02, 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:

American Management and Marketing, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Deborah Lumpkin, 500 Forestwood Drive, Birmingham, AL 35214 for a period of one hundred twenty days beginning March 21, 1996 and expiring July 20, 1996.

State of Alabama - Jefferson County
I certify this instrument filed on:
1996 APR 09 P.M. 13:59
Recorded and \$
and \$ 36.00
\$ 36.00
Total \$ 36.00
GEORGE R. REYNOLDS, Judge of Probate
9604/6327

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capital, in the City of Montgomery, on this day.

March 21, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State

STATE OF ALABAMA
JEFFERSON COUNTY

I, THE UNDERSIGNED, AS JUDGE OF THE
COURT OF PROBATE, IN AND FOR SAID
COUNTY, IN SAID STATE, HEREBY CERTIFY
THAT THE FOREGOING IS A FULL, TRUE
AND CORRECT COPY OF THE INSTRUMENT
WITH THE FILING OF SAME AS
APPEARS OF RECORD IN THIS OFFICE
IN VOL. 1004 RECORD OF
PAGE 637. GIVEN UNDER MY HAND
AND OFFICIAL SEAL, THIS THE 22 DAY
OF April, 1915.

George A. Reynolds
JUDGE OF PROBATE