

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9616538
EFFECTIVE DATE: 05/17/1996
COUNTY : FULTON
REFERENCE : 0107
PRINT DATE : 05/23/1996
FORM NUMBER : 311

WILLIAM P. WALKER, JR.
875 OLD ROSWELL ROAD
SUITE D-200
ROSWELL GA 30076

CERTIFICATE OF INCORPORATION

I, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

AMREX, INC.
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
AMREX, INC.**

1.

The name of the Corporation is AMREX, INC.

2.

The Corporation is a Statutory Close Corporation as authorized by the Georgia Business Corporation Code.

3.

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000).

4.

The Corporation elects to have no Board of Directors.

5.

Interests in shares of the Corporation may be freely transferred by the shareholders.

6.

The address of the initial registered office of the Corporation shall be 875 Old Roswell Road, Suite D-200, Roswell, Fulton County, Georgia 30076. The initial registered agent of the Corporation at such address shall be William P. Walker, Jr.

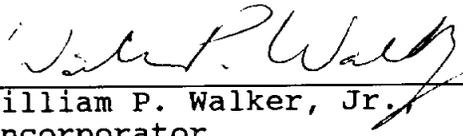
7.

The mailing address of the initial principal office of the Corporation shall be 875 Old Roswell Road, Suite D-500, Roswell, Georgia 30076.

8.

The name of the Incorporator is William P. Walker, Jr. and his address is 875 Old Roswell Rd., Suite D-200, Roswell, Fulton County, Georgia 30076.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 17th day of May, 1996.



William P. Walker, Jr.
Incorporator

875 Old Roswell Rd.
Suite D-200
Roswell, GA. 30076
770-993-7517

SECRETARY OF STATE
MAY 17 11 31 AM '96
DOR (1)

CERTIFICATE
AS TO
REQUEST FOR PUBLICATION

Pursuant to O.C.G.A. Section 14-2-201.1 of the Georgia Business Corporation Code, the undersigned hereby certifies that:

1.

He is acting as the incorporator of a corporation to be organized pursuant to the provisions of the Georgia Business Corporation Code (the "Code") and to be known as "AMREX, INC."

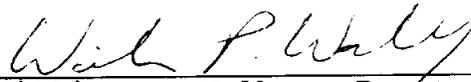
2.

The registered agent of the proposed corporation is to be located in Fulton County, Georgia.

3.

On May 17, 1996, the undersigned delivered a notice of intent to file articles of incorporation to the Fulton County Daily Report and payment therefor.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate on this 17th day of May, 1996.



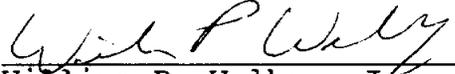
William P. Walker, Jr.
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: AMREX, INC.
875 Old Roswell Road, Suite D-500
Roswell, Georgia 30076

I, William P. Walker, Jr., do hereby consent to serve as
registered agent for AMREX, INC.

This 17th day of May, 1996.



William P. Walker, Jr.

Address of Registered Agent:

875 Old Roswell Road, Suite D-200
Roswell, Georgia 30076

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 960940429
EFFECTIVE DATE : 04/03/1996
EXPIRATION DATE : 07/02/1996
LICENSE NUMBER : N/A
CONSENT ON FILE : N/A
PRINT DATE : 04/04/1996
FORM NUMBER : 506

WILLIAM WALKER
PO BOX 1444
ROSWELL GA 30077

NAME RESERVATION CERTIFICATE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

AMREX, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing entity on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate. Please submit this original certificate with any subsequent formation filing.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



BUSINESS INFORMATION AND SERVICES
 Suite 315, West Tower
 2 Martin Luther King Jr., Drive
 Atlanta, Georgia 30334-1530
 (404) 656-2817

Secretary of State
 State of Georgia

**TRANSMITTAL INFORMATION FOR GEORGIA
 PROFIT OR NONPROFIT CORPORATIONS**

J. K. JACKSON
 Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 961410776 PENDING CONTROL # P141830 CONTROL # 9616538
 Docket Code 311 Corporation Type sp
 Date Filed 5-17-96 Amount Received \$ 60 Check/Receipt # 001
 Jurisdiction (County) Code 60-Fulton
 Examiner OB Date Completed _____

**NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
 INSTRUCTIONS ARE ON THE BACK OF THIS FORM.**

1. 960940429
 Corporate Name Reservation Number
AMREX, INC.
 Corporate Name (exactly as appears on name reservation)

2. William P. Walker, Jr. 770-993-7517
 Applicant/Attorney Telephone Number
875 Old Roswell Road, Suite D-200
 Address
Roswell, GA 30076
 City State Zip Code

3. **NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)**
1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
 2. ORIGINAL ARTICLES OF INCORPORATION
 3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.

Will F. White
 Authorized Signature

May 17, 1996
 Date