

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

ACOUSTI OF HUNTSVILLE, INC.

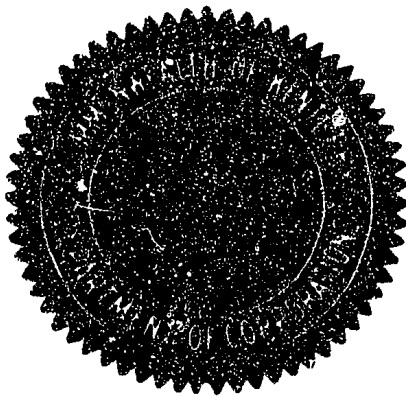
I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

~~ACOUSTI OF HUNTSVILLE, INC., HUNTSVILLE, ALABAMA~~

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

ACOUSTI OF HUNTSVILLE, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 9 *day of* May *, 19* 83 *at Frankfort, Kentucky.*

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY



SECRETARY OF STATE
FRANKFORT
KENTUCKY
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MAY 09 1983

APPLICATION FOR CERTIFICATE OF AUTHORITY

Secretary of State of Kentucky
297859

James J. Hill
SECRETARY OF STATE

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation Acousti of Huntsville, Inc.
- Second: The name to be used in the state of Kentucky ACOUSTI OF HUNTSVILLE, INC.
- Third: State or country of incorporation Alabama
- Fourth: Date of incorporation October 24, 1980
and duration of incorporation Perpetual
- Fifth: Address of principal office in the state or country of incorporation 2510 - 6th St. S.W.,
Huntsville, Al.
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky
general contracting
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
<u>E. L. Brandon, Director and Chairman of the Board,</u>	<u>Director and Chairman of the Board,</u>	<u>P. O. Box 2204, Birmingham, Al. 35201</u>
<u>Robert L. Hodges, Director and President,</u>	<u>Director and President,</u>	<u>2610 - 6th St. S.W., Huntsville, Al.</u>
<u>W. Phillip Neely, Vice President,</u>	<u>Vice President,</u>	<u>P. O. Box 2204, Birmingham, Al. 35203</u>
<u>Joan B. McFarland, Director and Secretary,</u>	<u>Director and Secretary,</u>	<u>700 Central Avenue, Fultondale, Al. 35057</u>
<u>Ben L. Zarzaur, Director,</u>	<u>Director,</u>	<u>2125 Morris Avenue, Birmingham, Al. 35203</u>

1987 Oct 41

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
ACOUSTI ENGINEERING OF HUNTSVILLE, INC.

We, Virginia C. Gurley and Peggy D. Freeman, President and Secretary, respectively, of Acousti Engineering of Huntsville, Inc. hereby certify that an amendment to the Certificate of Incorporation of said corporation has been duly adopted in accordance with the 1975 Code of Alabama Section 10-2-32, as follows:

Article I is hereby deleted and the following Article I substituted in lieu thereof:

ARTICLE I

The name of the corporation shall be ACOUSTI OF HUNTSVILLE, INC.

Executed and sealed with the seal of this corporation on this 27th day of October, 1980.

Virginia C. Gurley
Virginia C. Gurley, President

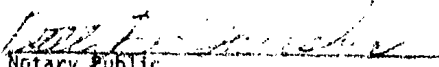
Peggy D. Freeman
Peggy D. Freeman, Secretary

STATE OF ALABAMA
JEFFERSON COUNTY

1987 PAGE 42

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that Virginia C. Gurley and Peggy D. Freeman, whose names as President and Secretary, respectively, of Acousti Engineering of Huntsville, Inc., an Alabama corporation, are signed to the foregoing Certificate of Amendment of Certificate of Incorporation, acknowledged before me on this day that, being informed of the contents of the said instrument, they as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 27th day of October, 1980.


Notary Public

NOV 1979 FILE 708

This instrument prepared by:
Ben L. Zarzaur
Denaburg, Schoel, Meyerson & Ogle
1000 Brown Marx Building
Birmingham, Alabama 35203

CERTIFICATE OF INCORPORATION
OF
ACOUSTI ENGINEERING OF HUNTSVILLE, INC.
A BODY CORPORATE

TO THE HONORABLE JUDGE OF PROBATE,
JEFFERSON COUNTY, ALABAMA:

The undersigned, Virginia C. Gurley, Peggy D. Freeman and Paula K. Taylor, each of whom is over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being all of the subscribers to the capital stock of the corporation hereby organized, do make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is ACOUSTI ENGINEERING OF HUNTSVILLE, 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.

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

(a) To perform acoustical engineering and installation, dry wall engineering and installation, and any and all construction as subcontractor and general contractor, and to do any and all things necessary and related thereto.

(b) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

CONSENT OF STOCKHOLDERS AND BOARD OF DIRECTORS
TO AMENDMENT OF CERTIFICATE OF INCORPORATION
OF ACOUSTI ENGINEERING OF HUNTSVILLE, INC.

We, Virginia C. Gurley, Peggy D. Freeman and Paula K. Taylor,
being all of the stockholders and directors of Acousti Engineering
of Huntsville, Inc., hereby approve and consent to an amendment to the
Certificate of Incorporation of said corporation and do duly adopt same
in accordance with the 1975 Code of Alabama, Section 10-2-32, as follows:

Article I is hereby deleted and the following Article i substituted
in lieu thereof:

ARTICLE I

The name of the corporation shall be ACOUSTI OF HUNTSVILLE, INC.

Executed this 27th day of October, 1980.

WITNESS:

Virginia C. Gurley

Virginia C. Gurley
Virginia C. Gurley

Peggy D. Freeman

Peggy D. Freeman
Peggy D. Freeman

Paula K. Taylor

Paula K. Taylor
Paula K. Taylor

Paula K. Taylor

RECORDED
NOV 12 4 37 PM '80
1987 PAGE 41
RECORDS & TAX
NO. 550
DATE

1000 H.
550
1550

This instrument prepared by:
 Ben L. Zarzaur
 Denaburg, Schoel, Meyerson & Ogle
 1000 Brown Marx Building
 Birmingham, Alabama 35203

CERTIFICATE OF INCORPORATION
 OF
 ACOUSTI ENGINEERING OF HUNTSVILLE, INC.
 A BODY CORPORATE

TO THE HONORABLE JUDGE OF PROBATE,
 JEFFERSON COUNTY, ALABAMA:

The undersigned, Virginia C. Gurley, Peggy D. Freeman and Paula K. Taylor, each of whom is over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being all of the subscribers to the capital stock of the corporation hereby organized, do make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is ACOUSTI ENGINEERING OF HUNTSVILLE, 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.

2. The objects and purposes for which the Corporation is formed are:

(a) To perform acoustical engineering and installation, dry wall engineering and installation, and any and all construction as subcontractor and general contractor, and to do any and all things necessary and related thereto.

(b) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

(d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to the classes of business above specified; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.

(e) To acquire bonds or stocks of this corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(f) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of the corporation.

(g) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stocks, bonds, debentures or other evidence of indebtedness of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereof, to the same extent as a natural person may do subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(h) To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, mortgage or obligation, or any other corporation or association, domestic or foreign, or of any firm, partnership or joint venture.

(i) To enter into, make and perform any contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state territory, government, governmental subdivision or body politic.

(j) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(k) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bill of exchange, warrants, debentures, and other negotiable or transferable instruments.

(m) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(n) To act as agent, jobber, broker, or attorney in fact in buying, selling, and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereof, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(o) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(p) To enter into any plan or project for the assistance and welfare of its employees.

(q) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(r) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories, or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(s) To carry on any other business in connection with the foregoing.

(t) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

3. The location of the principal office of the corporation shall be in the City of Birmingham, County of Jefferson, State of Alabama.

4. The amount of the total authorized capital stock of the corporation shall be Five Thousand Dollars (\$5,000.00), divided into Five Hundred (500) shares of common capital stock having a par value of Ten Dollars (\$10.00) per share. The amount of paid-in capital stock with which the corporation shall begin business shall be Five Thousand Dollars (\$5,000.00), divided into Five Hundred (500) shares of common capital stock having a par value of Ten Dollars (\$10.00) per share.

5. The name and post office address of the officer or agent of the corporation designated by the incorporators to receive subscriptions to the capital stock of this corporation is Virginia C. Gurley, 1000 Brown Marx Building, Birmingham, Alabama 35203.

6. The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	NUMBER OF SHARES
Virginia C. Gurley	1000 Brown Marx Building Birmingham, Al. 35203	167
Peggy D. Freeman	1000 Brown Marx Building Birmingham, Al. 35203	167
Paula K. Taylor	1000 Brown Marx Building Birmingham, Al. 35203	166

The names and post office addresses of the Directors who shall hold office until the first annual meeting of stockholders and until their successors have been elected and qualified are as follows:

NAME OF DIRECTOR	POST OFFICE ADDRESS
Virginia C. Gurley	1000 Brown Marx Building Birmingham, Al. 35203
Peggy D. Freeman	1000 Brown Marx Building Birmingham, Al. 35203
Paula K. Taylor	1000 Brown Marx Building Birmingham, Al. 35203

The names and post office addresses of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

NAME OF OFFICER	POST OFFICE ADDRESS	OFFICE
Virginia C. Gurley	1000 Brown Marx Bldg. Birmingham, Al. 35203	President
Paula K. Taylor	1000 Brown Marx Bldg. Birmingham, Al. 35203	Vice Pres.
Peggy D. Freeman	1000 Brown Marx Bldg. Birmingham, Al. 35203	Secretary/ Treasurer

7. The period for the duration of the corporation shall be perpetual.

8. This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor 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.

9. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity 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.

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

11. The corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by statute or by this Certificate of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby expressly authorized:

(a) To adopt, alter, amend and repeal the By-Laws of the corporation, but By-Laws so made by the Directors may be altered or repealed by the Directors or Stockholders, and

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part, of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends and to direct and determine the use and disposition of any surplus or net profit over and above the capital stock paid in.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon Directors by statute.

12. No contract or other transaction between this corporation and any person, firm, association or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any or the Directors of the corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm, association or corporation. Any Director of the corporation individually, or any firm or association of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, individually, or such firm or association is so interested, shall be disclosed or known to the Board of Directors or a majority of the members thereof as shall be present at any meeting of the Board of Directors, or of any committee of Directors having the powers of the full board, at which action upon any such contract, transaction or other act is taken; and if such fact shall be so disclosed or known, any Director of this corporation so related or otherwise interested may be counted in

determining the presence of a quorum at any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and may vote thereat, with respect to such action with like force and effect as if he were not so related or interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a Director of such subsidiary or affiliated corporation.

13. Attached hereto, marked Exhibit "A", and made a part hereof, is a statement under oath by the said Virginia C. Gurley, the officer or agent designated by the Incorporators to receive subscriptions to the capital stock of said corporation, showing the amount of capital stock of the corporation subscribed for and the amount thereof which has been paid. There is also attached hereto, marked Exhibit "B", and made a part hereof, a copy of the subscription list of said corporation showing the amount of capital stock subscribed for by each of the said Incorporators and the manner in which such subscriptions are provided to be discharged.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their names to this Certificate of Incorporation on this the 24 day of October, 1980.

Virginia C. Gurley
Virginia C. Gurley

Peggy D. Freeman
Peggy D. Freeman

Paula K. Taylor
Paula K. Taylor

EXHIBIT "A"

STATE OF ALABAMA

JEFFERSON COUNTY

Before me, the undersigned authority, a Notary Public in and for said County and State, personally appeared Virginia C. Gurley, who is known to me, and who, being by me first duly sworn, deposes and says that she is the officer and agent designated and authorized by the Incorporators of Acousti Engineering of Huntsville, Inc., a body corporate, organized under the laws of the State of Alabama, to receive subscriptions to the capital stock of said corporation; that the number of shares of capital stock subscribed for is Five Hundred (500) shares of common stock, having a par value of Ten Dollars (\$10.00) per share; that a copy of the subscription list to the capital stock of said corporation is attached hereto, marked Exhibit "B", and made a part hereof; that each of said Incorporators and subscribers to the said capital stock has paid the full amount of his or her subscription in the following manner:

NAME	SUBSCRIPTION AMOUNT	MANNER OF PAYMENT
Virginia C. Gurley	\$1,670.00	Cash and/or personal property of equal value.
Peggy D. Freeman	\$1,670.00	Cash and/or personal property of equal value.
Paula E. Taylor	\$1,660.00	Cash and/or personal property of equal value.

Virginia C. Gurley

 Virginia C. Gurley

Sworn to and subscribed
 before me this 22 day
 of October, 1960.

[Signature]

 Notary Public

EXHIBIT "B"

SUBSCRIPTION LIST TO THE CAPITAL STOCK OF
ACOUSTI ENGINEERING OF HUNTSVILLE, INC.
A BODY CORPORATE

We, the undersigned, do respectively subscribe for and agree to pay for the number of shares of common capital stock of Acousti Engineering of Huntsville, Inc., a body corporate, proposed to be organized under the laws of the State of Alabama, as set opposite our respective signatures hereunder, and to pay therefor upon the organization of said corporation in the following manner:

NAME	NUMBER OF SHARES	MANNER OF PAYMENT
Virginia C. Gurley	167	Cash and/or personal property of equal value.
Peggy D. Freeman	167	Cash and/or personal property of equal value.
Paula K. Taylor	166	Cash and/or personal property of equal value.

Virginia C. Gurley
Virginia C. Gurley

Peggy D. Freeman
Peggy D. Freeman

Paula K. Taylor
Paula K. Taylor

STATE OF ALA. JEFFERSON CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON 10/24/78

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... BEEN ...

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C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
100 WALL STREET, NEW YORK, N.Y. 10038 • (212) 850-0100

SECRETARY OF STATE
RECEIVED

May 6, 1983

MAY 9-1983

COMMONWEALTH OF KENTUCKY

RE: ACOUSTIC OF HUNTSVILLE, INC.

Secretary of State
Corporation Department
State Capitol Bldg.
Frankfort, Kentucky 40601

Dear Sir:

Pursuant to the instructions of counsel:

Ben L. Zarzaur, Attorney
Denaberg, Schoel, Meyerson,
Ogle, Zarzaur & Max
2125 Morris Avenue
Birmingham, Ala. 35203

we enclose for filing the necessary documents to qualify this corporation in your state, together with funds in payment of the required fees.

When the enclosures have been filed, please notify this office by letter.

If for any reason filing cannot be effected promptly, please notify us of the details by letter.

The usual evidence of filing should be sent to this office.

Yours very truly,

C T CORPORATION SYSTEM

Kathy L. Slayman
Kathy L. Slayman
Service Representative

KLS/ges
Enc.
Company's check
Special Instructions: