

Resub
9-20-04
8-15-03

09-23-2004



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings		R 102776778 TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.			
1. Name of conveying party(ies): Bouldin and Lawson, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: Bouldin Corporation Internal Address: 111 Laws Road Street Address: _____ City: McMinnville State: TN Zip: 37110 <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Tennessee <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: November 27, 2001			
4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ _____ Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		B. Trademark Registration No.(s) 2,145,928 2,145,929 _____ Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Alicia Brown Oliver Internal Address: 1000 Tallan Building Two Union Square _____ Street Address: _____ Two Union Square City: Chattanooga State: TN Zip: 37402		6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41):\$ 65.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account	
8. Deposit account number: _____			
DO NOT USE THIS SPACE			
9. Signature. Alicia Brown Oliver <i>Alicia B.O.</i> 3/16/04 Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: 6			

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

4 3 13 4 11 13 12 12

AMENDED AND RESTATED CHARTER OF

BOULDIN AND LAWSON, INC.

CHANGING THE CORPORATE NAME TO

BOULDIN CORPORATION

RECEIVED

STATE OF TENNESSEE

01 DEC -6 AM 11: 53

RILEY DARNELL

SECRETARY OF STATE

FILED

Terry Smith, Register
 Warren County Tennessee
 Rec #: 30576 Instrument 11217
 Rec'd: 5.00 NSk: 2 Pg 526
 State: 0.00 Recorded
 Clerk: 0.00 12/20/2001 at 9:20 am
 EDP: 2.00 in Miscellaneous Book
 Total: 7.00

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Pursuant to the provisions of Sections 48-20-101 and 48-20-107 of the Tennessee Business Corporation Act, the undersigned corporation adopts the following amended and restated charter:

- 1 Name. The name of the corporation is BOULDIN CORPORATION.
- 2 Authorized Shares. The maximum number of shares of capital stock that the corporation is authorized to issue is two hundred million (200,000,000), all without par value, consisting of no more than one hundred million (100,000,000) shares of Class A Voting common stock and no more than one hundred million (100,000,000) shares of Class B Non-voting common stock. Each holder of Class A Voting common stock is entitled at each meeting of shareholders, and on each proposal presented at the meeting, to one vote for each share of such stock standing in his name on the books of the corporation on the record date for the meeting. The holders of Class B Non-voting common stock are not entitled to vote, or entitled to participate in any meeting of shareholders, or entitled to receive notice of any such meeting. They are not considered shareholders for the purpose of any election, meeting, consent instrument or waiver of notice under any provision of law now in force or later enacted. Except for the difference in voting rights, all classes of common stock have the same relative rights and shall have the same relative right to receive dividends or the net assets of the corporation on dissolution.
- 3 Registered Office and Registered Agent. The complete address of the

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Miscellaneous Book 9 Pg 79j.

corporation's registered office in the State of Tennessee shall be 111 Laws Road, in the City of McMinnville 37110, in Warren County. The corporation's registered agent at that address is Floyd E. Bouldin.

4 Incorporator. The name and complete address of the incorporator are Floyd E. Bouldin, 111 Laws Road, McMinnville, Tennessee 37110.

5 Principal Office. The complete address of the principal office of the corporation is 111 Laws Road, in the City of McMinnville, in the State of Tennessee 37311, in Warren County.

6 For Profit. The corporation is to be for profit.

7 Purposes. The purposes for which the corporation is organized are:

To carry on any business, whether selling, manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Tennessee;

To be vested with all the rights and powers now or hereafter conferred upon such corporations by the laws of the State of Tennessee, including, but not by way of limitation, those enumerated in Section 48-13-101 through Section 48-13-104 of the Tennessee Code Annotated..

8 Limitation of Liability. No director shall be personally liable to the corporation or its shareholders for monetary damages for any breach of fiduciary duties by such director as a director, except for liability (i) for breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for unlawful distributions as imposed by Section 48-18-304 of the Tennessee Business Corporation Act. No amendment to or repeal of this provision shall apply to or have any effect on liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment

or repeal. If the Tennessee Business Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such amendment.

9 Preemptive Rights. The corporation elects not to have preemptive rights.

This corporation shall enjoy and be subject to such benefits, privileges and immunities and such restrictions, liabilities and obligations as are provided with respect to corporations for profit generally by the laws of the land and which are held applicable to corporations for profit organized under the Tennessee Business Corporation Act.

The amended and restated charter amends the charter of the corporation which was granted by the Secretary of State of Tennessee on May 21, 1973, as previously amended on August 16, 1983, to change the name of the corporation, to change the number of shares the corporation is authorized to issue, to change information concerning the registered office, to change the principal address, to add the limitation of liability, to deny preemptive rights and to eliminate other provisions no longer required by the Tennessee Business Corporation Act. Each share of stock outstanding shall be exchanged for one (1) share of Class A Voting common stock and one (1) share of Class B Non Voting common stock. The amendment was duly adopted by the written consent of the sole shareholder on November 27, 2001.

10 Effective Date. The effective date of the Amended and Restated Charter is as of the close of business on December 31, 2001.

Executed November 27, 2001

BOULDIN CORPORATION
(Formerly Bouldin and Lawson, Inc.)

By Floyd E. Bouldin
(Floyd E. Bouldin) President

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Page 3 of 3