

9736476

10/14/1997

VALLEY CAPITAL CORPORATION

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 9736476
EFFECTIVE DATE: 10/14/1997
COUNTY : FULTON
REFERENCE : 0048
PRINT DATE : 10/16/1997
FORM NUMBER : 311

JOHN A. GIBBY
3475 LENOX ROAD, N.E.
SUITE 990
ATLANTA GA 30326

CERTIFICATE OF INCORPORATION

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

**VALLEY CAPITAL CORPORATION
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

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**ARTICLES OF INCORPORATION
OF VALLEY CAPITAL CORPORATION**

I.

The name of the Corporation is: Valley Capital Corporation.

II.

The Corporation shall have authority to issue One Thousand (1000) shares of stock. Each share of stock shall be identical in all respects and for all purposes and entitled to one vote in all proceedings in which action may or is required to be taken by shareholders of the Corporation; participate equally in all dividends payable with respect to stock, as, if, and when declared by the Board of Directors of the Corporation; and share ratably in all distributions of assets of the Corporation in the event of any voluntary or involuntary liquidation, or winding up of the affairs of the Corporation or any other distribution of assets, rights, or property.

III.

The initial registered office of the Corporation shall be at 3500 Valley Road, NW, Atlanta, Georgia 30305-1169, in Fulton County. The initial registered agent of the Corporation at such address shall be Henry M. Wyche.

IV.

The name and address of the incorporator is:

John A. Gibby
Balboni Ashley & Schoenberg LLC
990 One Live Oak Center
3475 Lenox Road, N.E.
Atlanta, GA 30326

V.

The mailing address of the initial principal office of the Corporation is:

Valley Capital Corporation
3500 Valley Road, NW
Atlanta, GA 30305-1169

VI.

No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-832 of the Georgia

Business Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

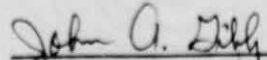
VII.

Any action required by law or by the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation, and any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

VIII.

The Corporation shall have the power, acting through its Board of Directors, to make distributions of its assets to its shareholders out of its capital surplus and to repurchase its shares out of its unreserved and unrestricted capital surplus available therefor.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.


John A. Gibby, Incorporator

SECRETARY OF STATE
Oct 14 10 54 AM '97
BSR (1)

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BALBONI ASHLEY & SCHOENBERG LLC

CORPORATE AND TECHNOLOGY LAWYERS

990 ONE LIVE OAK CENTER
3475 LENOX ROAD, N.E.
ATLANTA, GA 30326

TELEPHONE (404) 812-3100
TELECOPIER (404) 812-3101

JOHN A. GIBBY

October 13, 1997

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

Re: Articles of Incorporation of Valley Capital Corporation

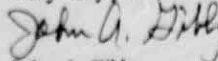
Dear Sir or Madam:

To effect the incorporation of Valley Capital Corporation, we deliver to you herewith the following documents:

1. An original and one conformed copy of the Articles of Incorporation of Valley Capital Corporation;
2. A check in the amount of \$70.00 payable to the Secretary of State to cover the incorporation fee and the issuance of a Certificate of Existence;
3. The completed and signed Transmittal Information form provided by your office, which includes a certification that the request for publication of a notice of intent to file the Articles of Incorporation of Valley Capital Corporation, and payment therefor, will be made as required by Section 14-2-201.1(b) of the Georgia Business Corporation Code.

We respectfully request that you (a) file the Articles of Incorporation and (b) issue a Certificate of Existence for Valley Capital Corporation. Please return to us a conformed copy of the Articles of Incorporation with the Certificate of Existence attached. Please notify the undersigned at the above phone number if there are any questions about these documents or if any additional information is required.

Very truly yours,



John A. Gibby,

For Balboni Ashley & Schoenberg LLC

Enclosures



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 #	<u>972890702</u>	PENDING CONTROL #	<u>P201456</u>	CONTROL #	<u>9736476</u>
Docket Code	<u>311</u>	Corporation Type	<u>DP</u>		
Date Filed	<u>10/14/97</u>	Amount Received \$	<u>00</u>	Check/Receipt #	<u>4649</u>
Jurisdiction (County) Code	<u>060</u>				
Examiner	<u>48</u>	Date Completed			

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

1.	<u>972810167</u> Corporate Name Reservation Number Valley Capital Corporation Corporate Name (exactly as appears on name reservation)
2.	John A. Gibby (404) 812-3111 Applicant/Attorney Telephone Number 3475 Lenox Road, N.E. Suite 990 Address Atlanta Georgia 30326 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.

John A. Gibby
 Authorized Signature

October 9, 1997
 Date