

STATE OF ALABAMA }
 }
 SHELBY COUNTY }

ARTICLES OF INCORPORATION OF
 CHILD FIRST, INC.

The undersigned acting as incorporators of a corporation under the Alabama Business Corporation Act adopt the following Articles of Incorporation for such corporation.

FIRST:

The name of the proposed corporation shall be:

CHILD FIRST, INC.

SECOND:

The period of its duration shall be perpetual.

THIRD:

The purpose or purposes for which this corporation is organized are:

To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, manufacturers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

The buying and selling, as broker or agent, or on its own account, of all kinds of machinery and electrical and machine supplies.

To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world.

To sell, let or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the company, or which it may acquire, or any interest in the same.

John H. Hurdle, Jr.

To register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use, or otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights or privileges, either in the United States or in any other part of the world.

To manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, privileges as aforesaid.

To establish, maintain, conduct and carry on a general merchandising business and in conjunction therewith to manufacture, produce, buy, import and otherwise acquire, own, store, hold, use, sell, export, distribute, lease, pledge and otherwise dispose of and generally deal in and with at wholesale and retail, as principal and as agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.

To invest money in all kinds and types of property, both real and with, at wholesale and retail, as principal or as agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.

To invest money in all kinds and types of property, both real and personal, and wheresoever they may be situated.

To borrow and lend money, with and without security, and to mortgage, pledge or hypothecate any property the corporation may own, regardless of its nature or the evidence of same.

And generally to do and perform all the acts and enjoy all the powers conferred by the Constitution and General Laws of the State of Alabama, as provided in the Alabama Business Corporation Act and the Code of Alabama, 1975, as amended to date.

FOURTH:

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock, with a par value of \$ 1.00 per share. The amount of the total authorized capital stock with which the corporation shall begin business shall be \$ 1,000.00 made up of 1,000 shares, all of said stock having been fully paid for in cash.

FIFTH:

The address of the initial registered office of the corporation is Route 2, Box 285, Vincent, Alabama 35178, and the name of the initial

registered agent at such address is Hugh N. Montgomery, Jr.

SIXTH:

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Hugh N. Montgomery, Jr.,	2305 20th Avenue S.	Birmingham, Al. 35223
James M. Chism	1805 3rd Street NW	Birmingham, Al. 35215
Bobbie M. Bates	Route 2, Box 285	Vincent, Al. 35178

SEVENTH:

The following named persons will serve as officers of the corporation for the first year and until their successors are chosen and have qualified, as well as the number of shares subscribed by each are as follows:

Hugh N. Montgomery, Jr.	President	250 shares
James M. Chism	Vice-President	500 shares
Bobbie M. Bates	Secretary-Treasurer	250 shares

EIGHTH:

The stockholders shall have the right to increase or decrease the capital stock of the corporation to such sum or sums as they may desire, and as may be permitted by the Laws of the State of Alabama.

NINTH:

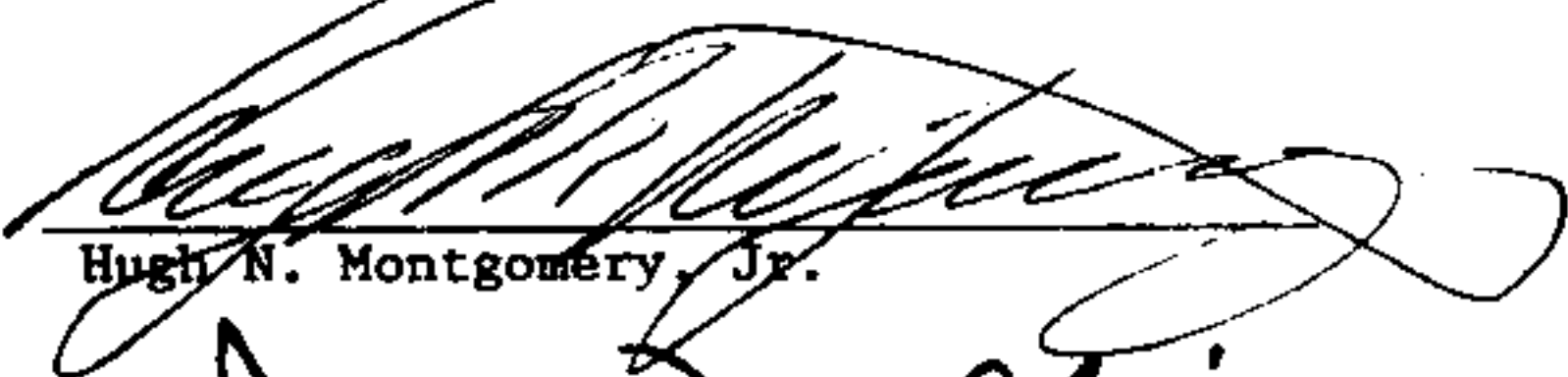
The directors or the stockholders may waive, in writing, any requirements under the By-Laws of the Corporation and the Laws of the State of Alabama, where the law permits such waiver, to hold a formal meeting with respect to any business to be transacted by the corporation, and may transact the business of the corporation by resolution executed and consented to in writing by all the directors or stockholders without the formality of a meeting, which resolution when so executed and consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to the action and notice issued, as provided by the By-Laws of the corporation and the Laws of the State of Alabama.

TENTH:

The names and addresses of the incorporators are:

Hugh N. Montgomery, Jr. 2305 20th Avenue S. Birmingham, Al. 35223
James M. Chism 1805 3rd Street NW Birmingham, Al. 35215
Bobbie M. Bates Route 2, Box 285 Vincent, Al. 35178

IN WITNESS WHEREOF, the incorporators have hereunto signed and
subscribed their names this the 23rd day of November, 1984.



Hugh N. Montgomery, Jr.



James M. Chism



Bobbie M. Bates

This instrument was prepared by: John Burdette Bates, Attorney at Law
#10 Office Park Circle, Suite 122
Birmingham, Alabama 35223

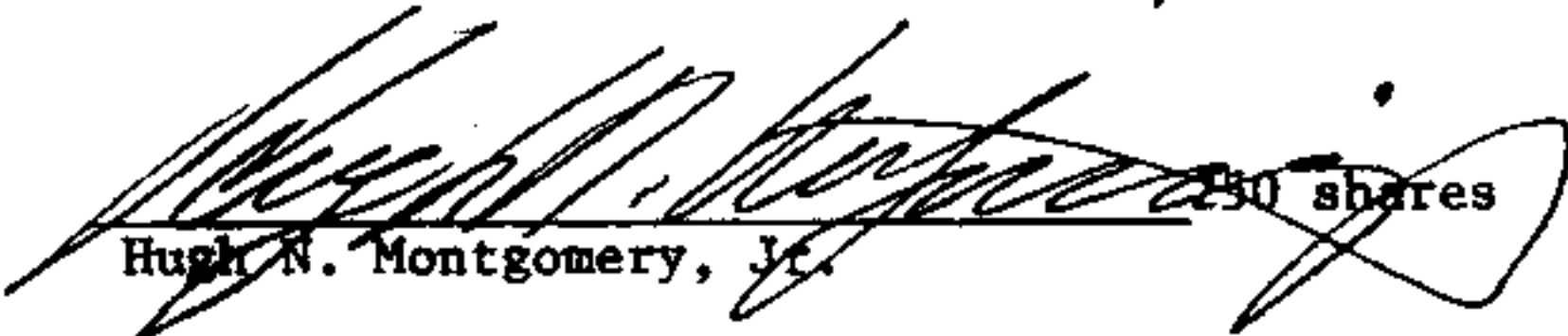
BOOK 26 PAGE 815

"EXHIBIT A"


SUBSCRIPTION LIST

CHILD FIRST, INC.

We, the undersigned incorporators of Child First, Inc., a proposed corporation, hereby subscribe for the number of shares of the capital stock of said corporation set opposite our respective names, said stock to be fully paid, payment therefore having been made in cash.


Hugh N. Montgomery, Jr.

250 shares


James M. Chism

500 shares


Bobbie M. Bates

250 shares

Total Authorized Capital Stock \$ 10,000.00

Total Fully Paid Capital Stock \$ 1,000.00

STATE OF ALABAMA }
 }
SHELBY COUNTY }

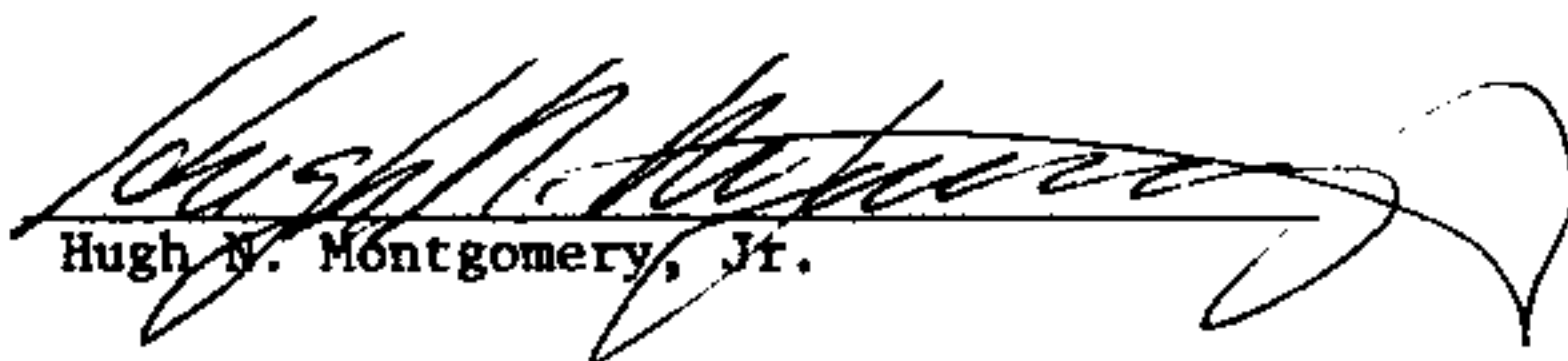
Before me, the undersigned authority in and for said County and State, personally appeared Hugh N. Montgomery, Jr., the initial registered agent, who is also the person designated by the incorporators to receive subscriptions to the capital stock of the proposed corporation, who is known to me and who first being duly sworn, deposes and says on oath:

That he is the initial registered agent and the agent designated to receive such subscriptions; that the foregoing Articles of Incorporation of said corporation are correct and that the same was signed by each of them, namely, Hugh N. Montgomery, Jr., James M. Chism and Bobbie M. Bates.

That the total authorized capital stock of said corporation is

26 PAGE 816
899K

\$10,000.00 divided into 10,000 shares of common stock with a par value of \$1.00 per share and that the corporation will begin business with 1,000 shares of stock subscribed for; that the foregoing is a true and correct list of subscriptions to the capital stock of said corporation, together with the number of shares subscribed by each of the incorporators, and that all of the subscriptions have been fully paid in cash.


Hugh N. Montgomery, Jr.

Subscribed and sworn to before me on this the 23rd day of November, 1984, as witness my hand and official seal of office.


Notary Public, State of Alabama At Large

BOOK 26 PAGE 817



STATE OF ALABAMA

I, Don Siegelman, 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 10-2A-26, Code of Alabama 1975, the corporate name _____

Child First, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Child First, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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

November 2, 1984 - expires 3-3-85

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

CHILD FIRST, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of CHILD FIRST, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of CHILD FIRST, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 26th day of NOVEMBER, 1984.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1984 NOV 26 AM 8:07

Thomas A. Brundage, Jr.
Judge of Probate

Thomas A. Brundage, Jr.
JUDGE OF PROBATE