

This instrument prepared by:

✓ J. Craig Bailey
Attorney at Law
1314 Alford Ave. Ste. 102
Birmingham, Alabama 35226
(205) 979-5504

Articles of Incorporation

Of

Wholesale Menswear, Inc.

1. The name of the corporation is **WHOLESALE MENSWEAR, INC.**
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act. including, but not limited to the retail distribution of men's clothing.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1,000 shares of common stock, par value \$1.00 per share.
5. The location and mailing address of the initial registered office of the corporation is 438 Southbrook Village, Alabaster, Alabama, 35007, and the name of its initial registered agent at such address is Jason Eric Spinks.
6. The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

Name:

Address:

Jason Eric Spinks

232 Cornelia Road
Brierfield, Alabama 35035

Jackie Neal Spinks Jr.

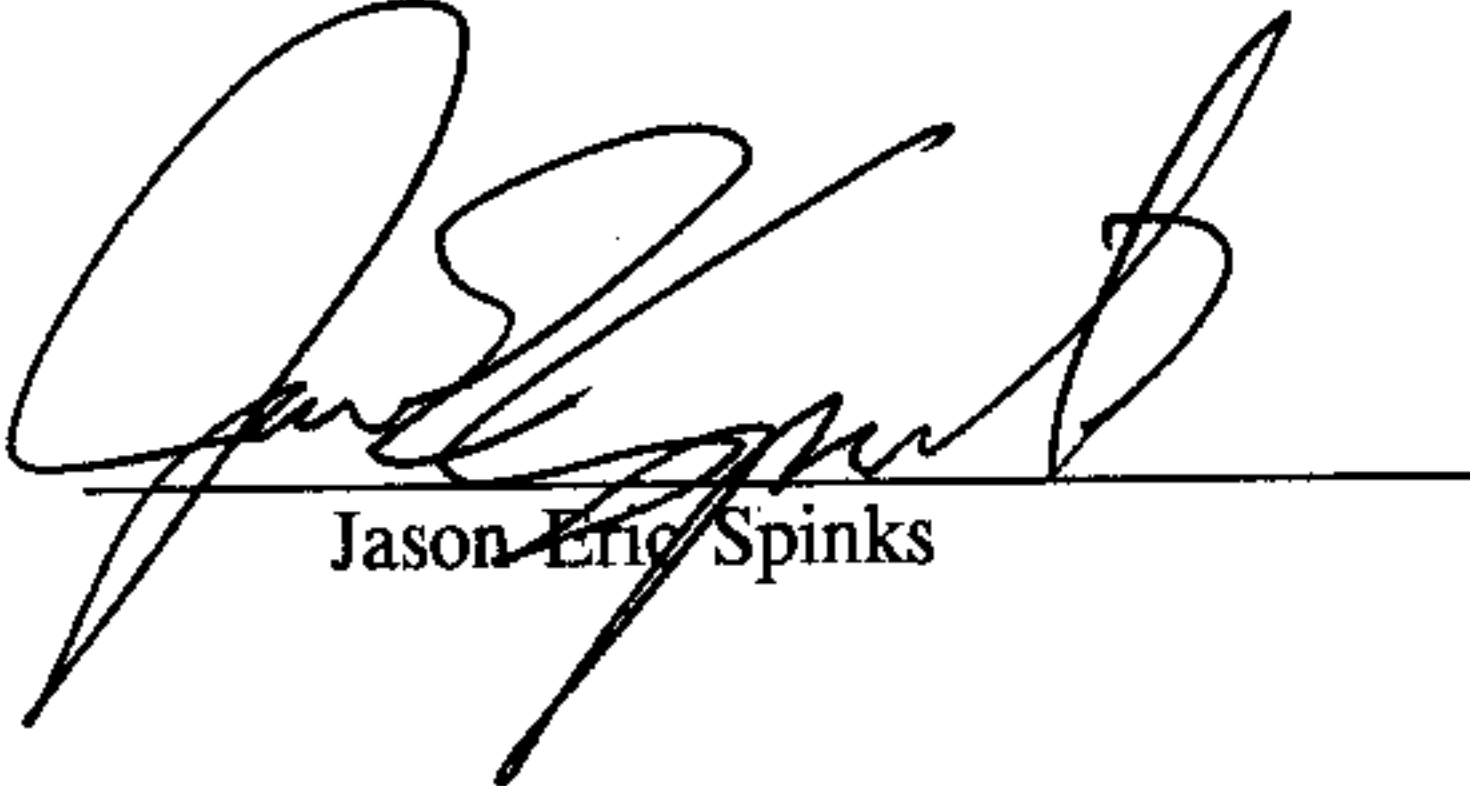
134 Wilderwood Rd.
Montevallo, Alabama 35115

7. The name and address of the incorporator of the corporation is Jason Eric Spinks, 232 Cornelia Road, Brierfield, Alabama, 35035.

8. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

9. No shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the corporation including treasury shares.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 9th day of July, 1992.



Jason Eric Spinks

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Wholesale Menswear, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of J. Craig Bailey, 1314 Alford Avenue Ste 102, Birmingham, AL 35226 for a period of one hundred twenty days beginning July 6, 1992 and expiring November 4, 1992.



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.

July 6, 1992

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

WHOLESALE MENSWEAR, 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 _____ WHOLESALE MENSWEAR, INC. _____, duly
signed pursuant to the provisions 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 _____
WHOLESALE MENSWEAR, INC. _____, and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the _____ 8 _____ day of
JULY _____, 19 _____ 92 _____.

Thomas A. Snowden Jr.

Judge of Probate

Inst # 1992-13629

07/09/1992-13629
04:07 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 88.00

