

ARTICLES OF INCORPORATION

OF

CHATTA BOX, INC.

TO THE HONORABLE JUDGE OF PROBATE
IN AND FOR SHELBY COUNTY, ALABAMA

The undersigned, Mandy Clause, being over the age of twenty- one years, desiring to organize a body corporate under the laws of Alabama, does make, sign, and file these Articles of Incorporation.

1. The name of the corporation shall be Chatta Box, 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 purpose and objects and purposes for which the corporation is formed are:

a. the purchase, sale or distribution of antiques, collectibles and other merchandise; the operation of a retail outlet for the purchase, sale or distribution of such products directly or through consignment; and contracting with or leasing to others for space within such retail outlet for the sale of merchandise;

b. the transaction of any or all lawful business for which corporation may be incorporated under the laws of the State of Alabama;

c. the corporation shall have all powers and privileges necessary or required to carry out all lawful business for which corporations may be incorporated under the laws of the State of Alabama, unless prohibited by the laws of the State of Alabama;

d. to apply for, purchase, or acquire by assignment, transfer or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant;

e. to manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of stock, and other facilities used or useful in connection with or incidental thereto;

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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 to letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation;

g. to engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by-products derived therefrom;

h. to subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama, or any other state or any foreign country and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, 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;

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

j. to acquire the good will, 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 or mortgage, pledge, transfer, assignment, or otherwise, or 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, bills or exchange, warrants, debentures, and other negotiable or

transferrable instruments;

m. to purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of, at any time or from time to time, and of its bonds, debentures, notes, scripts, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement, or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the Board of Directors of the corporation (or any committee authorized to exercise the powers of the Board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares;

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 thereon, 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, script, or other securities or evidences of indebtedness, and to hold, sell, transfer, or reissue any thereof;

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 cooperations, 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, or 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 endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, script, coupons, contracts, or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation which owns stock in this corporation, or (C) in which this corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this corporation, or (E) in which any one or more persons who own stock in this corporation also own stock, or (F) which or who has entered into any contractual arrangement corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services;

t. to carry on any other business in connection with the foregoing;

u. 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 purpose 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 the 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 and powers 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 address of the initial registered office of the corporation in the State of Alabama is 107 First Avenue West, Alabaster, Alabama 35007 and the name of its initial registered agent at such address is Mandy Clause.

4. The aggregate number of shares of stock which the corporation shall have authority to issue shall be 1,000 shares of common stock of the par value of \$1.00 per share. The amount of capital stock with which the corporation shall begin business shall be \$1,000.00 consisting of 1,000 shares of the common stock of the par value of \$1.00 per share.

5. a. The name and address of the incorporator shall be:

NAME

ADDRESS

Mandy Clause

109 Cambridge Lane
Alabaster, Alabama 35007

b. The director of the initial board of directors of the corporation shall serve as director until the first annual meeting of the shareholders or until his or her successors are elected and shall qualify are:

NAME OF DIRECTORS

ADDRESS

Mandy Clause

109 Cambridge Lane
Alabaster, Alabama 35007

6. The period for the duration of the corporation shall be perpetual and infinitum.

a. This corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the board of directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible) or real property. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, personal property, or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have

been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

b. This corporation may from time to time and at any time issue and sell warrants, in bearer or registered form, or other instruments for the purchase of shares of stock of any class of the corporation within such period of time, or without limit as to time, in such aggregate number of shares, and at such price or prices per share, as the Board of Directors may determine. Such warrants or there instruments may be issued separately or in connection with the issue of any bonds, debentures, notes or the evidences of indebtedness or shares of the capital stock of any class of the corporation and for such consideration and on such terms and conditions as the Board of Directors may determine to be desirable.

c. No holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for any part of the authorized but unissued stock of this corporation, or of any additional stock of any class which may be issued by reason of any increase in the authorized capital stock of this corporation, or of warrants, bonds, certificates of indebtedness, debentures, or other securities convertible into stock of this corporation, or carrying any rights to purchase stock of any class. Any such unissued stock or any such additional authorized issue of new stock or of securities convertible into stock or carrying any rights to purchase stock, may be issued and disposed of pursuant to resolutions of the Board of Directors of this corporation to such persons, firms, corporations or associations, and upon such terms, as may be deemed advisable by the Board of Directors in the exercise of its discretion.

d. 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.

e. 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.

f. Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the shareholders of any such corporation, shall apply to this corporation and to every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of this Certificate of Incorporation.

g. The by-laws of the corporation shall contain additional provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Alabama. The initial by-laws of the corporation shall be subject to alteration, amendment or repeal, and new by-laws may be adopted by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the terms of any incumbent director. The by-laws may also be amended in the interim between shareholders' meeting by a majority vote of the Board of Directors, provided, however, that the Board of Directors may not alter, amend or repeal any by-laws establishing the number of directors, the number of directors constituting a quorum at a meeting of the Board of Directors, the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meeting.

h. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to fix and determine and to vary the amount of working capital of the corporation to determine and to vary the amount of working capital of the corporation to determine the date or dates for the declaration and payment of dividend; and to direct and determine the use and disposition of any surplus or net profits 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.

i. If at any time the corporation is engaged in the business of exploiting natural resources, dividends may be declared and paid in cash out of depletion

reserves, but each such dividend shall be identified as a distribution of such reserves and amount per share paid from such reserves shall be disclosed to the shareholders receiving the same concurrently with the distributions thereof.

j. (1) Subject to the provisions of subsection (4) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

(2) Subject to the provisions of subsection (4) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in

view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (1) or (2) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceedings.

(4) Any indemnification under subsection (1) or (2) shall (unless order by a court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (1) or (2), as the case may be. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to such claim, action, suit or proceeding, or if such a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders;

(5) Expenses (including attorney's fees) incurred in defending civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim, action, suit, or proceeding as authorized in the manner provided in the preceding subsection (4) upon receipt of and undertaken by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section;

(6) The indemnification provided by this section shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's certificate of incorporation, by-laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(7) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

k. 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 of 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, shareholder, 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.

l. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her signature to this Certificate of Incorporation this 27 day of May, 1997.

Mandy Clause
Mandy Clause

This instrument was prepared by:

**Jonathan E. Lyerly
Attorney at Law
3575 Lorna Ridge Drive
Birmingham, Alabama 35216**

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ARTICLE I

Office

Section 1.1 **Principal Office.** The principal office of the corporation in the State of Alabama shall be 107 First Avenue West, Alabaster, Alabama 35007.

Section 1.2 **Other Offices.** The corporation may also have offices at such other place or places within or without the State of Alabama, as may be lawful and as the Board of Directors may from time to time designate.

ARTICLE II

Shareholders' Meeting

Section 2.1 Annual Meetings.

(a) The annual meeting of the shareholders of the corporation, commencing with the year 1996, shall be held in the principal office of the corporation in the State of Alabama, or at such other place, within or without the State of Alabama, as may be designated and stated in the notice of the meeting, on the third Monday in September of each year (or if said day be a legal holiday, then on the next succeeding business day not a legal holiday), for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.

(b) If the election of directors shall not be held on the day designated herein for any annual meeting or cause adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be. At such meeting the shareholders may elect the Directors and transact other business with the same force and effect as at an annual meeting duly called and held.

Section 2.2 **Special Meetings.** Special meetings of the shareholders shall be held at the principal office of the corporation in the State of Alabama, or at such other place, within or without the State of Alabama, as may be designated and stated in the notice of the meeting, upon call of the president, the Board of Directors, the secretary or of the holders of not less than one-tenth of all the shares entitled to vote at the meeting.

Section 2.3 **Notice of Shareholders' Meetings.** Written or printed notice stating the place, day and hour of the meeting shall be given before the date of the meeting, either personally or by mail,

by or at the direction of the Board of Directors, the president, secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. Such notice shall be given not less than ten nor more than fifty days before the date of the meeting. Notwithstanding the preceding provisions of this section, the stock or bonded indebtedness of the corporation shall not be increased at a meeting unless thirty days notice of such meeting shall have been given in the manner prescribed in this section. In the case of a special meeting, or of an annual meeting at which special action is to be taken, such notice shall also state the purpose, or purposes, for which the meeting is called, or the special action which is proposed to be taken. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

Except where otherwise required by law, notice of any adjourned meeting of the shareholders of the corporation shall not be required to be given except by announcement at the meeting.

Whenever any notice is required to be given any shareholder under the provisions of the constitution or laws of Alabama, or under the provisions of the articles of incorporation or these by-laws, a waiver thereof in writing signed by the shareholder or shareholders entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2.4 Quorum. A quorum at all meetings of shareholders shall consist of the holders of record of a majority of the shares of the capital stock of the corporation, issued and outstanding, entitled to vote at the meeting, present in person or by proxy, except as otherwise provided by law or the articles of incorporation of the corporation. At any meeting or any adjournment thereof, whether or not a quorum be present, a majority of those present in person or by proxy and entitled to vote may adjourn such meeting from time to time. At any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

Section 2.5 Organization. Meetings of the shareholders shall be presided over by the president, or by a vice-president, or if none thereof is present, then by a chairman to be chosen by a majority of the shareholders entitled to vote who are present in person or by proxy at the meeting. The secretary of the corporation or, in his absence, an assistant secretary shall act as secretary of every meeting, but if neither the secretary nor an assistant secretary is present, the meeting shall choose any person present to act as secretary of the meeting.

Section 2.6 Voting. At any meeting of the shareholders, each holder of the capital stock of the corporation shall have one vote for each such share of stock held by him.

(a) At all meetings of the shareholders the voting need not be by ballot, except that the voting shall be by ballot on all matters with respect to which any person entitled to vote at such

meeting shall so request, on other matters upon which voting by ballot is expressly required by the articles of incorporation or by the laws of Alabama.

(b) At all elections of directors, the persons receiving the greatest number of votes shall be elected the directors of the corporation.

(c) A holder of the capital stock of the corporation shall have one vote for each such share of stock registered in his name at the time of the closing of the transfer books of the corporation or on the date fixed as the record date for said meetings. In case the transfer books of the corporation shall not have been closed in accordance with the provisions of Section 5.3 hereof, and no date shall have been fixed as a record date for the determination of the shareholders entitled to vote, those shareholders of record as of the close of business on the date of the sending of the notice respecting said meeting, and not others, shall be entitled to vote at said meeting, provided that any applicable provisions of the laws of Alabama, respecting publication of such record date be observed.

(d) At any meeting of the shareholders each shareholder having the right to vote shall be entitled to vote in person or by proxy executed in writing by such shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be delivered to the inspectors of election prior to the vote at the meeting. The attendance at any meeting of a shareholder who may theretofore have given a proxy shall not have the effect of revoking the proxy unless the shareholder so attending shall in writing so notify the secretary of the meeting at any time prior to the voting of the proxy.

Section 2.7 Inspectors of Election. At all elections of directors, or in any other case in which inspectors may act, at least one inspector of election shall, at the written or oral request of any shareholder entitled to vote upon such matter, be appointed by the Board of Directors of the Corporation, or in its failure thereof, by the chairman of the meeting, except as otherwise provided by law. The inspector or inspectors of election shall take and subscribe an oath faithfully to execute the duties of the inspector at such meeting with strict impartiality, according to the best of his or their ability, and shall take charge of the polls and after the vote shall have been taken shall make a certificate of the result thereof, but no director or candidate for the office of director shall be appointed as such inspector. If there be a failure to appoint inspectors, the shareholders present at the meeting, by a per capita vote, may choose temporary inspectors in the number required.

In case the right to vote upon any share of stock is questioned, the inspectors of the election shall refer to the stock books of the corporation to ascertain who are the stockholders, and in case of a discrepancy between the books, the transfer book shall control and determine who are entitled to vote.

Section 2.8 Action by Shareholders without a Meeting. Any action required to be taken at a meeting of the shareholders of the corporation, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matters thereof; provided, however, that authority for an increase in the stock or bonded indebtedness of the corporation may given by the shareholders of the corporation only at a duly held meeting thereof and not by such consent procedure. Such consent (except in the case of authorization of an increase in the stock or bonded indebtedness of the corporation) shall have the same force and effect as an unanimous vote of shareholders, and may be stated as such in any writing or documents required to be filed under the provisions of the Alabama Business Corporation Act.

ARTICLE III

Directors

Section 3.1 Business of Corporation to be Managed by the Board of Directors. Except as may be otherwise provided in the Articles of Incorporation, the business and affairs of the corporation shall be managed by the Board of Directors. In case the majority of the members of the Board of Directors is disqualified to act with respect to any matter, the doing of the act may be authorized by the requisite percentage of the shareholders. The Board of Directors shall have authority to fix the compensation of directors.

Section 3.2 Number and Election of Directors. The number of persons constituting the initial Board of Directors is set forth in the Articles of Incorporation and shall hold office until the annual meeting of shareholders and until their successors have been elected and qualified. The number of directors may be increased or decreased from time to time by amendment to the bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

Directors must be a least twenty-one years of age but need not be citizens of the United States, residents of Alabama, nor holders of stock in the corporation.

At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting. Failure to elect officers or directors at any time designated for their election shall not work a dissolution of the corporation, but the several officers or directors thereof shall continue to hold office until their successors are elected and qualified.

Section 3.3 Quorum of Directors. A majority of the directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.4 Vacancies in Board of Directors. Vacancies occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of shareholders. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual shareholders' meeting or at a special meeting of shareholders called for that purpose.

Section 3.5 Committees. The Board of Directors may by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, each committee to consist of two or more of the Directors of the corporation, which to the extent provided in such resolution or resolutions shall have and any during intervals between the meeting of the Board exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and may have the power to authorize the seal of the corporation to be affixed to all papers which may require it. The designation shall not operate to relieve the Board of Directors, or any members thereof, of any responsibility imposed upon it or him by law.

Section 3.6 Place and Notice of Directors' Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Alabama. Regular meetings of the Board of Directors may be held at such times and places as shall have theretofore been fixed by resolution of the Board of Directors and may be held at such times and places without any further notice. A regular meeting of the Board of Directors shall be held immediately following the annual meeting of the shareholders. Special meetings of the Board of Directors may be called by any member of the Board of Directors or by the president or secretary of the corporation. Notice of any special meeting of the Board of Directors shall be given to the Directors at least forty-eight hours prior to the meeting. Such notice may be given by telephone, telegraph, cable, or by the mailing of a letter of notice to the Director at his last known address. The notice of any special meeting shall contain a statement of the business to be transacted at, or the purpose of, such special meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given to any director under the provisions of the Constitution of Alabama, or the Alabama Business Corporation Act, or under the provisions of the Articles of Incorporation or these by-laws, a waiver thereof in writing signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Meetings of the Board of Directors shall be presided over by one of their number who may be designated by the shareholders as Chairman of the Board. If the shareholders have not designated a Chairman of the Board the Directors may designate a Chairman of the Board.

Section 3.7 Action by Directors and Committees of Directors without a Meeting. If the Articles of Incorporation so provide, any action required or permitted to be taken at any meeting of

the Board of Directors, or any committee thereof, may be taken without a meeting, if prior to such action, a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 3.8 Director or Committee Member Relying upon Certain Report and Records Protected. A director or a member of a committee designated by the Board of Directors shall in the performance of his duties be fully protected in relying in good faith upon the books of accounts or reports made to the corporation by any of its officials, or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board of Directors or by any such committee, or in relying in good faith upon other records of the corporation.

Section 3.9 Dividends. Subject always to the provisions of the Laws of Alabama, and the Articles of Incorporation the Board of Directors shall have full power to determine whether any, and if any, what part of any, funds legally available for the payment of dividends shall be declared in dividends and paid to shareholders; the division of the whole or any part of such funds of the corporation shall rest wholly within the lawful discretion of the Board of Directors, and it shall not be required at any time, against such discretion, to divide or pay any part of such funds among or to the shareholders as dividends or otherwise. The Board of Directors may fix a sum which may be set aside or reserved over and above the capital paid in of the corporation as working capital for the corporation or as a reserve for any proper purpose, and from time to time may increase, diminish and vary the same in its absolute judgment and discretion.

ARTICLE IV

Officers

Section 4.1 Officers of the Corporation. The officers of the corporation shall be elected by the Board of Directors and shall be a President and a Secretary. The Board of Directors may also choose a Chairman of the Board of Directors, one or more Vice Presidents, an Assistant Secretary, a Treasurer, and an Assistant Treasurer.

Section 4.2 Terms and Removal of Officers of the Corporation. The terms of office of all officers shall be at the pleasure of the Board of Directors, unless otherwise determined by the Board of Directors. Any officer may be removed from office, either with or without cause, at any time, by the affirmative vote of a majority of the members of the Board of Directors then in office.

Section 4.3 President. The president shall serve as the chief executive officer of the corporation, responsible to the Board of Directors, for administering the operations of the corporation, and he shall perform such other duties as may be assigned to him by the Board of Directors. The president may execute bonds, mortgages, and bills of sale, assignments, conveyances,

and all other contracts requiring a seal, under the seal of the corporation, except those required by law to be otherwise signed and executed, or except when the signing and execution thereof when permitted by law shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. He shall preside at all meetings of the shareholders.

Section 4.4 Vice-Presidents. Each vice-president of the corporation shall, subject to the authority and direction of the president, have general and active management of such operations, areas or divisions of the business of the corporation as may be designated by the Board of Directors or by the president, and shall carry into effect the resolutions of the Board of Directors and the orders of the president and duties of the president in such areas and divisions may, upon delegation by the president, be exercised and performed by the vice-president to whom delegated, subject to the authority and direction of the President. Each of the vice-presidents may execute bonds, mortgages and bills of sale, assignments, conveyances, and all other contracts requiring a seal, under the seal of the corporation, except where required by law to be otherwise signed and executed, or except where the signing and execution thereof when permitted by law shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. Each of them shall have such designations and other powers, and perform such other duties, as may be assigned to him by the Board of Directors or by the president.

Section 4.5 Secretary. The secretary shall keep a record of the minutes of all meetings of the shareholders, directors and committees exercising the power of the Board of Directors, and shall give such notices as may be required by law or by these by-laws. He shall have charge of the seal of the corporation, and of all books, records and papers of the corporation, except such as shall be in the charge of the treasurer, or some other person authorized to have custody and possession thereof by resolution of the Board of Directors.

Section 4.6 Treasurer. The treasurer shall keep account of all monies of the corporation received or disbursed, shall deposit all monies in the name of and to the credit of the corporation in such banks and depositories as may be designated by resolution of the Board of Directors of the corporation, and shall safely care for all valuables of the corporation.

Section 4.7 Remaining Officers. The remaining officers of the corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors.

ARTICLE V

Certificates of Stock

Section 5.1 Transfer of Shares.

(a) Shares of capital stock of the corporation shall be transferable only on the books of the corporation by the holder thereof in person, or by his duly authorized attorney, upon surrender and cancellation of the certificate or certificates properly endorsed and the payment of all taxes thereon.

(b) The certificates of stock shall be signed by the president or a vice-president and by the secretary or an assistant secretary of the treasurer or an assistant treasurer, and sealed with the seal of the corporation. Such seal may be a facsimile, engraved or printed. Where any such certificate is signed by a transfer agent or a transfer clerk and by a registrar, the signatures of the president, vice-president, secretary, assistant secretary, treasurer or assistant treasurer upon such certificate may be facsimiles, engraved or printed. In case any such officer who has signed or whose facsimile signature has been placed upon such certificates shall have ceased to be such before such certificate is issued, it may be issued by the corporation with the same effect as if such officer had not ceased to be such at the time of the issue.

(c) The Board of Directors shall have power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer and registration of certificates for shares of the capital stock of the corporation.

Section 5.2 Transfer Agent and Registrar. The Board of Directors may appoint one or more transfer agents and/or one or more registrars and may require all stock certificates to bear the signatures of such transfer agent and/or registrar.

Section 5.3 Closing of Transfer Books. The Board of Directors may close the stock transfer books of the corporation in its discretion for a period of not more than fifty days preceding the date of any meeting, annual or special, of the shareholders, or the date for payment of any dividend, or the date for the allotment of rights, or the date when any changes or conversion or exchange of capital stock shall go into effect. In lieu of closing the stock transfer books, the Board of Directors may fix, in advance, a date not exceeding fifty days preceding the date of any meeting, annual or special, of shareholders, or the date for the payment of any dividend, or the date for the allotment or rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote any meeting, or entitled to receive payment of any such dividend, or any such allotment or rights, or to exercise the rights to respect to any such change, conversion, or exchange of capital stock, and in such case only shareholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, or to receive payment of such dividend or allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the corporation after such record date fixed as aforesaid.

Section 5.4 Lost, Stolen, Destroyed or Mutilated Certificates. No certificate for shares of stock in the corporation shall be issued in place of any certificate alleged to have been lost,

destroyed or stolen, except on production of such evidence of such loss, destruction or theft as the Board of Directors may in its discretion require, and on delivery to the corporation, if the Board of Directors shall so require, of a bond of indemnity, upon such terms and secured by such surety as the Board of Directors may in its discretion require.

Section 5.5 Books and Records of Corporation. The corporation shall keep correct and complete books and records of account, shall keep written minutes of the proceedings of its shareholders, Board of Directors, and committees exercising the powers of the Board of Directors, and shall keep at its principal office, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the share held by each.

Any person who shall have been a shareholder of record for at least six months immediately preceding his demand or who shall be the holder or record of at least five percent of all the outstanding shares of the corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, its books and records of account, minutes, and record of shareholders and to make extracts therefrom.

Upon the written request of any shareholder of the corporation, the corporation shall mail to such shareholder its most recent financial statements showing in reasonable detail its assets and liabilities and the result of its operations.

ARTICLE VI

Miscellaneous

Section 6.1 Fiscal Year. The fiscal year of the corporation shall end on the last day of December of each year, unless otherwise determined by the Board of Directors.

Section 6.2 Corporate Seal. The corporate seal of the corporation shall have inscribed thereon the name of the corporation, the words "Corporate Seal" and "Alabama", and such seal may also include the date of organization of the corporation.

Section 6.3 Indemnification of Directors and Officers.

(a) Subject to the provision of subsection (d) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the

request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Subject to the provisions of subsection (d) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or (b) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he had been successful on any other claim, issue or matter in any such action, suit or proceeding.

(d) Any indemnification under subsection (a) or (b) shall (unless ordered by a court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (a) or (b), as the case may be. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or,

even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim action, suit or proceeding as authorized in the manner provided in the preceding subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's articles of incorporation, by-laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(g) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

(h) The invalidity of unenforceability of any provision thereof shall not in any way affect the remaining provisions thereof, which shall continue in full force and effect.

Section 6.4 Voting Corporation's Securities. Unless otherwise ordered by the Board of Directors, the president, or, in the event of his inability to act, such other officer as may be designated by the Board of Directors to act in the absence of the president, shall have full power and authority on behalf of the corporation to attend and to act and to vote, and to execute a proxy or proxies empowering others to attend and to act and to vote, at any meetings, of security holding of any corporation in which the corporation may hold securities, and at such meetings the president, or such other officer of the corporation, or such proxy shall possess and any exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof, the corporation might have possessed and exercised, if present. The secretary or any assistant secretary may affix the corporate seal to any such proxy or proxies so executed by the president, or such other officer, and attest the same. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

Section 6.5 Loans. No loan or advance of company funds shall be made to any director or executive officer, employee, or agent of the corporation, except advances made in the ordinary and normal course of business.

ARTICLE VII

By-Laws and Their Amendments

These by-laws shall be subject to alteration, amendment or repeal, and new by-laws adopted, by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote thereat, a quorum being present; provided that no amendment decreasing the number of directors shall have the effect of shortening the terms of any incumbent officer.

These by-laws may also be amended in the interim between shareholders meetings by a majority vote of the Board of Directors; provided, however, that the Board of Directors may not alter, amend, or repeal any of the by-laws establishing the number of directors, the number of directors constituting a quorum at a meeting of the Board of Directors, the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings.

ADOPTED by the shareholders on this 27 day of May, 1997.

Mandy Clause
Mandy Clause

STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, 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:

Chatta Box, Inc.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ ^{Shelby} County and is for the exclusive use of Jonathan Lyerly, 3575 Lorna Ridge Dr, Birmingham, AL 35216 for a period of one hundred twenty days beginning May 5, 1997 and expiring September 3, 1997.



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.

May 5, 1997

Date

Jim Bennett

Secretary of State

Inst # 1997-16987

Inst # 1997-16987

06/02/1997-16987
11:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
027 MCD 90.00