

ARTICLES OF INCORPORATION

OF

MOUNTAIN TOP CREATIONS, INC.

1. The name of the corporation is Mountaintop Creations, Inc.
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are to sell artwork and other creative products; and to engage in any lawful act or activity for which a corporation may be organized under the Alabama Business Corporations Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is 1000 shares of common stock, par value of \$1.00 per share.
5. The location and mailing address of the initial registered office of the corporation is 2116 Hearthwood Lane, Birmingham, Alabama, 35242 and the name of its initial registered agent at this address is Kerry K. Thames.
6. The number of directors constituting the initial board of directors of the corporation is 2, 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:

<u>Name</u>	<u>Address</u>
Kerry K. Thames	2116 Hearthwood Lane Birmingham, Alabama 35242
Lana G. Thames	2116 Hearthwood Lane Birmingham, Alabama 35242

7. The names and addresses of the incorporators of the corporation are Kerry K. Thames and Lana G. Thames.

8. Each shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

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9. 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.

The undersigned, acting as the incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this the 13th day of May, 1998.

Kerry K. Thames
Kerry K. Thames

Lana G. Thames
Lana G. Thames

State of Alabama)
County of Shelby)

I, the undersigned, a Notary Public in and for said County and said State, hereby certify that Kerry K. Thames and Lana G. Thames, whose names are signed to the foregoing Articles of Incorporation and who are known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Incorporation, they executed the same voluntarily and as their act on the day the same bears date.

Given under my hand and official seal this the 13th day of May, 1998.

Dawn K. Rosen
Notary Public
My commission expires: 3/26/2002

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:

Mountaintop Creations, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Courtney Mason, 1904 Indian Lake Drive Ste 100, Birmingham, AL 35244 for a period of one hundred twenty days beginning January 13, 1998 and expiring May 14, 1998.

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.

January 13, 1998

Date



Jim Bennett

A handwritten signature in dark ink, appearing to read 'Jim Bennett', written over a horizontal line.

Secretary of State

Inst # 1998-18324

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