

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

THE QUEEN'S SUITE, INC.

The undersigned, pursuant to the Alabama Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I
NAME

The name of the Corporation shall be The Queen's Suite, Inc.

ARTICLE II
AUTHORIZED CAPITAL SHARES

The total number of shares which the Corporation shall have authority to issue is Five Thousand (5,000) Common shares of the par value of \$1.00 per share, constituting a total authorized capital of Five Thousand and No/100 Dollars (\$5,000.00) and consisting of such one class only.

ARTICLE III
LOCATION AND MAILING ADDRESS
OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation shall be:

The Queen's Suite, Inc.
2645 Buckboard Road
Birmingham, Alabama 35244

The name of the Corporation's initial registered agent at said address shall be Janice S. Jordan.

ARTICLE IV
NAME AND ADDRESS OF INCORPORATOR

The name and address of the person creating the Corporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Janice S. Jordan	2645 Buckboard Road Birmingham, Alabama 35244

ARTICLE V
NUMBER OF DIRECTORS AND NAMES
AND ADDRESSES OF INITIAL BOARD

(a) The initial Board of Directors shall consist of two (2) Directors. The names and mailing addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Janice S. Jordan	2645 Buckboard Road Birmingham, Alabama 35244
Jennifer L. Jordan	2645 Buckboard Road Birmingham, Alabama 35244

(b) A member of the Board of Directors need not be a shareholder of the Corporation.

ARTICLE VI
PURPOSES

The purposes for which this Corporation is formed are:

- (a) To engage in the retail sale of women's clothing and accessories.
- (b) To engage in any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.
- (c) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own, hold, mortgage, lease, sell or otherwise dispose of and trade in and with real and personal property insofar as the same shall be necessary or appropriate in connection with the lawful purposes of this Corporation.
- (d) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of patents of the United States or any foreign country, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

(e) To enter into, make, perform and carry out contracts of every kind and for any lawful purposes with any person, firm, association, corporation, government or governmental subdivision.

(f) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

(g) To make donations for the public welfare or for charitable, scientific or educational purposes.

(h) To establish pension, profit sharing or stock option plans for the benefit of officers and employees of the Corporation.

(i) To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

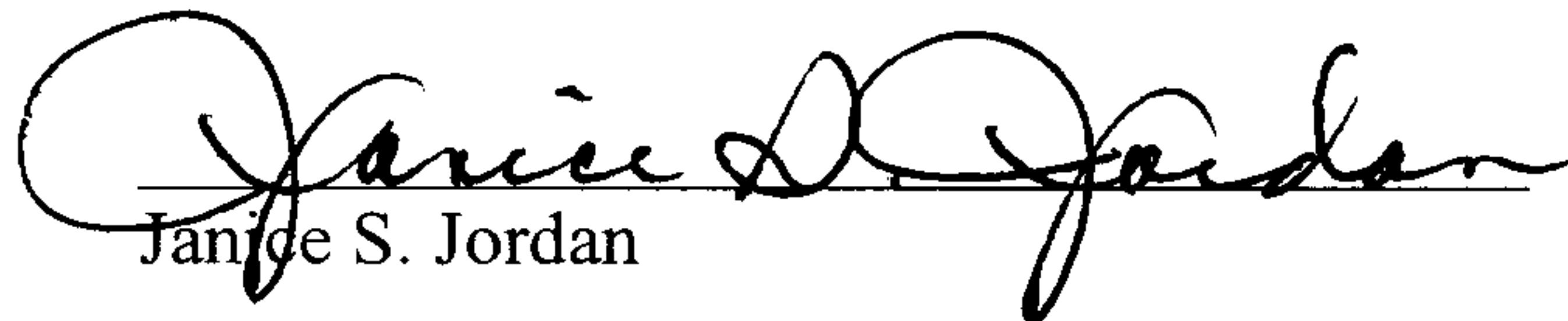
(j) To issue bonds, debentures or obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(k) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of any other person, persons, corporation, general partnership, limited partnership, association, or any other legal entity.

(l) To do anything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the benefit of the Corporation.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

The undersigned incorporator executes these Articles of Incorporation on the 31st day of June, 2002.


Janice S. Jordan

✓ THIS INSTRUMENT WAS PREPARED BY:
Steven N. Smith
Steven N. Smith, P.C.
1121 Riverchase Office Road
Birmingham, AL 35244

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:

The Queen's Suite, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Steven N Smith, 1121 Riverchase Office Road, Birmingham, AL 35244 for a period of one hundred twenty days beginning May 21, 2002 and expiring September 19, 2002.



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 21, 2002

Date

Jim Bennett

A handwritten signature in black ink, appearing to read "Jim Bennett". The signature is written in a cursive style with a large, stylized "J" and "B".

Secretary of State

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Shelby Cnty Judge of Probate, AL
06/04/2002 10:48:00 FILED/CERTIFIED