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Shelby Cnty Judge of Probate,AL
05/16/2003 13:41:00 FILED/CERTIFIED

ARTICLES OF INCORPORATION OF

LIFETIME DIGITAL, INC.

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The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Lifetime Digital, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

- (1) To transfer home videos to digital technology.
- (2) To engage in any lawful business or activities necessary, incidental or related to the stated purposes.
- (3) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE IV

The corporation shall have the same power as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation power:

- (1) To sue and be sued, complain and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any manner reproducing it;
- (3) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (4) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (5) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part

of its property;

(6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

(7) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing:

a. Make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the contracting corporation, and

b. Make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of

(i) An entity that is wholly owned, directly or indirectly, by the contracting corporation, or

(ii) A person that owns, directly or indirectly, all of the outstanding stock of the contracting corporation, or

(iii) An entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the corporation;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other entity;

(10) To conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state;

(11) To elect directors and appoint officers, employees, and agents of the corporations, define their duties, fix their compensation, and lend them money and credit;

(12) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future, or former directors, officers, employees, and agents;

(13) To make donations for the public welfare or for charitable, scientific, or educational

purposes;

(14) To transact any lawful business that will aid governmental policy;

(15) To make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the corporation.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 1,000, all of which shall be common shares of the same class with a par value of \$1.00 per share.

ARTICLE VI

The location and mailing address of the initial registered office of the corporation is 166 Pin Oak Drive, Chelsea, Alabama 35043. The name of the initial registered agent of the corporation at such address is Michael N. Payne.

ARTICLE VII

The numbers of directors constituting the initial board of directors of the corporation is two. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are:

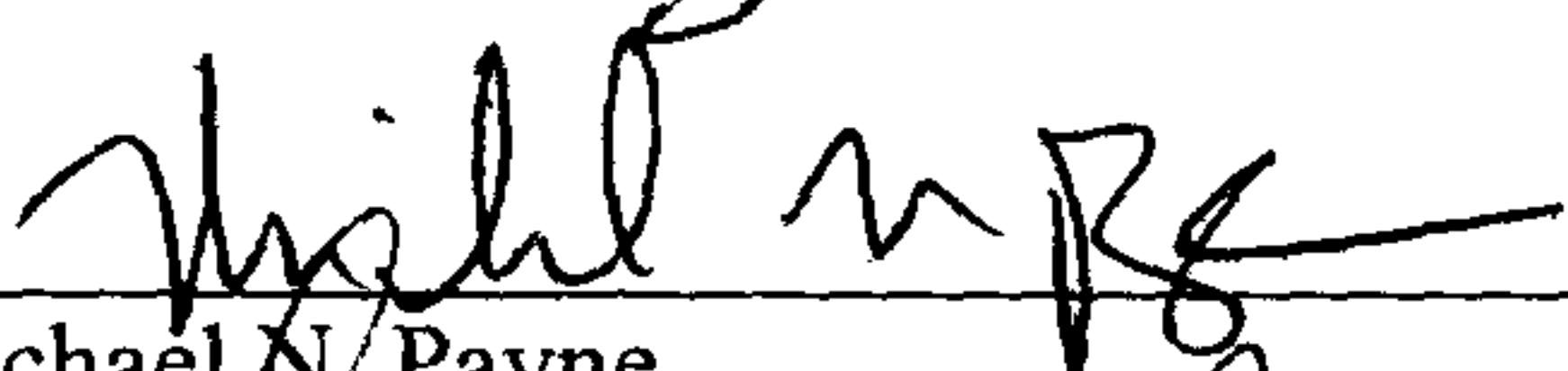
Michael N. Payne, Chairman, 166 Pin Oak Drive, Chelsea, Alabama 35043
Clarence O. Payne, P.O. 257, Childersburg, Alabama 35044

ARTICLE VIII


The name and address of each incorporator is:

Michael N. Payne, 166 Pin Oak Drive, Chelsea, Alabama 35043
Clarence O. Payne, P.O. 257, Childersburg, Alabama 35044

Dated May 16, 2003.



Michael N. Payne



Clarence O. Payne

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Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

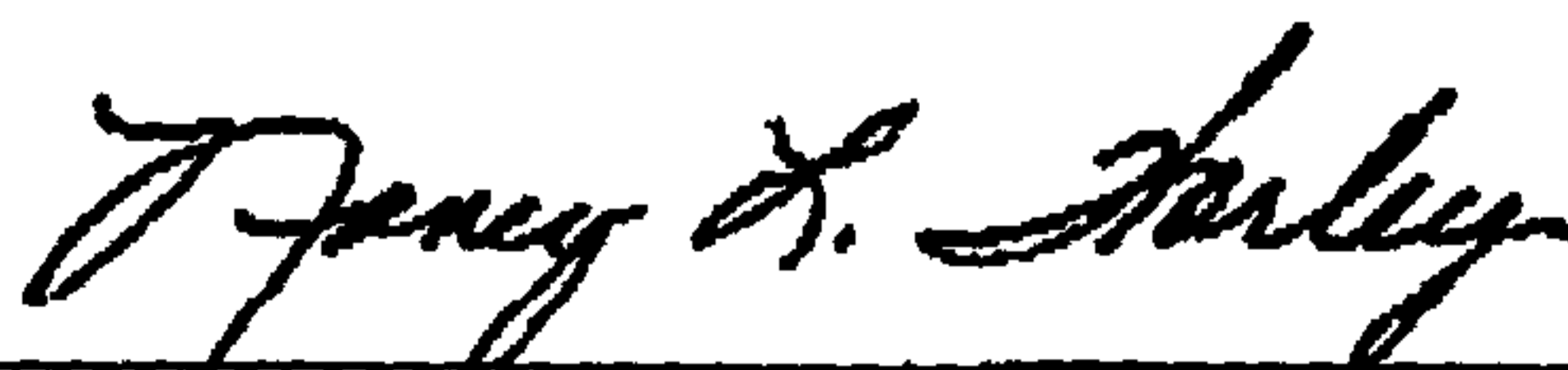
Lifetime Digital, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Michael Payne, 2870 Old Rocky Ridge Road Ste 150, Birmingham, AL 35243 for a period of one hundred twenty days beginning May 1, 2003 and expiring August 30, 2003.

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 1, 2003

Date



Nancy L. Worley

Secretary of State

