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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA}
SHELBY COUNTY}

This instrument was prepared by:
W. Wheeler Smith, P.C.
3500 Independence Drive
Birmingham, Alabama 35209

ARTICLES OF INCORPORATION
OF
SPOTS & DOTS OF BEARVERLY HILLS, INC.

TO THE HONORABLE JUDGE OF PROBATE:

The undersigned, Holley Ellis, acting as the incorporator of a corporation under the Alabama Business Corporation Act, as amended, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

- 1.1 The name of the corporation shall be: Spots & Dots of Bearverly Hills, Inc.

ARTICLE II
DURATION

- 2.1 The period of said corporation's duration is perpetual.

ARTICLE III
PURPOSES

- 3.1 The objects and purposes for which the corporation is formed are:
- (a) The sale of teddy bear and other stuffed animal paraphernalia at retail and wholesale prices via the Internet and other retail locations;
 - (b) To engage in and conduct any or all lawful business undertakings for which corporation may be incorporated under the Alabama Business Corporation Act, as amended now and hereafter, except the business of banking, that of a trust company, or that of an insurance company.

- (c) To acquire, by purchase, contribution to capital, lease, or any other lawful method, all such machinery, equipment, fixtures and other facilities as may be necessary or desirable in the conduct of any portion of any business which shall be entered into or conducted by the corporation.
- (d) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage 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 privileges which any corporation may take 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 property of every class and description, wherever situated; and to own and operate, plants, factories, mills, warehouses, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.
- (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 of letter patent of the United States or any foreign country, patent rights, license and privileges, inventions, improvements, processes, formulas, methods, copyrights, trademarks and trade names, know-how, and trade secrets, relating to or useful in connection with any business, objects or purposes of this 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, sell and dispose of such substances, and to refine such substances and manufacture, 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 amount, 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 and assume the whole or any part of the liabilities, or any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise, 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 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 the way of 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 of exchange, warrants, debentures, and other negotiable or transferable instruments.
- (m) To sell, lease, exchange, mortgage or otherwise dispose of, in any lawful manner, all such parcels of real or personal property as may be owned or acquired, or in which the corporation shall acquire any interest in the operating of its business.
- (n) To purchase (by means of tender, direct purchase, bids in the marked 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, any of its bonds, debentures, notes, scrip, 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 or 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.

- (o) 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 interest 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 same.
- (p) To purchase, take, receive, redeem, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own share of stock, and its bond, debentures, notes, or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue any thereof.
- (q) To enter into any plan or project for the assistance and welfare of its employees.
- (r) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, 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 or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.
- (s) To have on 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.
- (t) 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, coupons, contracts or other obligations or evidences of indebtedness, or the performance or other bond, mortgage, or obligation of any other corporation or association, domestic of any other corporation or association, domestic or foreign, or of any firm, partnership or, joint venture, or other person, whatsoever, 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, (1) which owns stock in this corporation, or (2) which owns stock in another corporation which owns stock in this corporation, or (3) in which this corporation owns stock, or (4) in which another corporation owns stock which also owns stock in this corporation, or (5) in which any one or more persons who own stock in this corporation also own stock, or (6) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes 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 enterprises, or in the use of common facilities or services.

- (u) To carry on any other business in connection with the foregoing.
- (v) 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 purposes 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 any laws that may be now or hereafter applicable or available to this corporation.
- (w) To have and to exercise every power, right and immunity which is conferred upon corporations organized under the laws of the State of Alabama under Chapter 2, Title 10, Code of Alabama, 1975.

The foregoing clause, 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.

ARTICLE IV
AUTHORIZED CAPITAL SHARES

4.1 The total number of shares of stock which the corporation shall have authority to issue shall be 10,000 shares of Common stock at one cent (\$.01) par value per share, constituting a total authorized capital of One Thousand Dollars and No Cents (\$1,000.00) and consisting of such one class only.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

5.1 The address and agent of the initial registered office of the corporation is Holley Ellis, 2593 Inverness Point Drive, Birmingham, Alabama 35242.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

6.1 The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as the initial Director until the first organizational meeting of the shareholders or until their successors shall be elected and qualified is Holley Ellis, 2593 Inverness Point Drive, Birmingham, Alabama 35242.

ARTICLE VII
INCORPORATOR

7.1 The name and address of the incorporator is Holley Ellis, 2593 Inverness Point Drive, Birmingham, Alabama 35242.

ARTICLE VIII
INTERNAL AFFAIRS

8.1 The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the shareholders are hereby adopted:

- (a) The initial By-Laws of the Corporation shall be adopted by the shareholders. The power to alter, amend, repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and the shareholders, or either of them, which power

may be exercised in the manner and to the extent provided in the By-laws provided, however, that the Board of Directors may not alter, amend or repeal any By-Law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The By-Laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

- (b) The business and affairs of the Corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VI hereof. Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in, the By-Laws or, in the absence of a By-Law providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time, in the manner provided in the By-Laws, provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that any Director may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors at a meeting of shareholders held pursuant to the laws of Alabama.
- (c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:
- 1 To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in;
 - 2 To make, from time to time (so far as may be permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.
 - 3 To distribute to the shareholders of any class of shares as a stock dividend shares of any other class which the Corporation is authorized to issue, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended.

- 4 To distribute to the shareholders of the Corporation, either out of its capital surplus or out of its earned surplus, a portion of the Corporation's assets, in cash or in property, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended, or as set forth in the By-Laws of the Corporation.
- (d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by Directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board of Directors or of the shareholders, as the case may be.
- (e) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the within Articles of Incorporation and by statute, without any action by its shareholders, the Corporation may
- 1 issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of its capital shares acquired by it after the issuance thereof;
 - 2 issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and mortgage or pledge as security therefor, any property of the Corporation, real or personal, including after acquired property; and
 - 3 issue or grant, for such consideration as may from time to time be fixed by the Board of Directors, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purchase of its capital shares with or without par value of any class within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share as the Board of Directors may determine. Such warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or capital shares of any class of the Corporation and for such consideration and on such terms and conditions as the Board of in its sole discretion may determine.

- (f) The Corporation shall have a lien upon all shares subscribed for or issued for the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a subscriber shall not be considered as a shareholder until said subscription shall have been paid in full.
- (g) 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, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE IX
RIGHT TO AMEND PROVISIONS IN ARTICLES

9.1 The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon the shareholders at any time are granted subject to this reservation.



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THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, has executed the foregoing Articles of Incorporation on this the 31st day of March 2006.

Holley Ellis
Holley Ellis

**STATE OF ALABAMA)
JEFFERSON COUNTY)**

I, the undersigned, a Notary Public in and for said County and said State, hereby certify that Holley Ellis, whose name is signed as the incorporator to the foregoing document and who is known to me, acknowledged before me on this day that, being duly informed of the contents of said Agreement, he executed the same voluntarily on the day and year first above written.

Subscribed and sworn to before me on this 31st day of March, 2006.

Lee Mitchell
Notary Public

My Commission expires: 9/29/09

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:

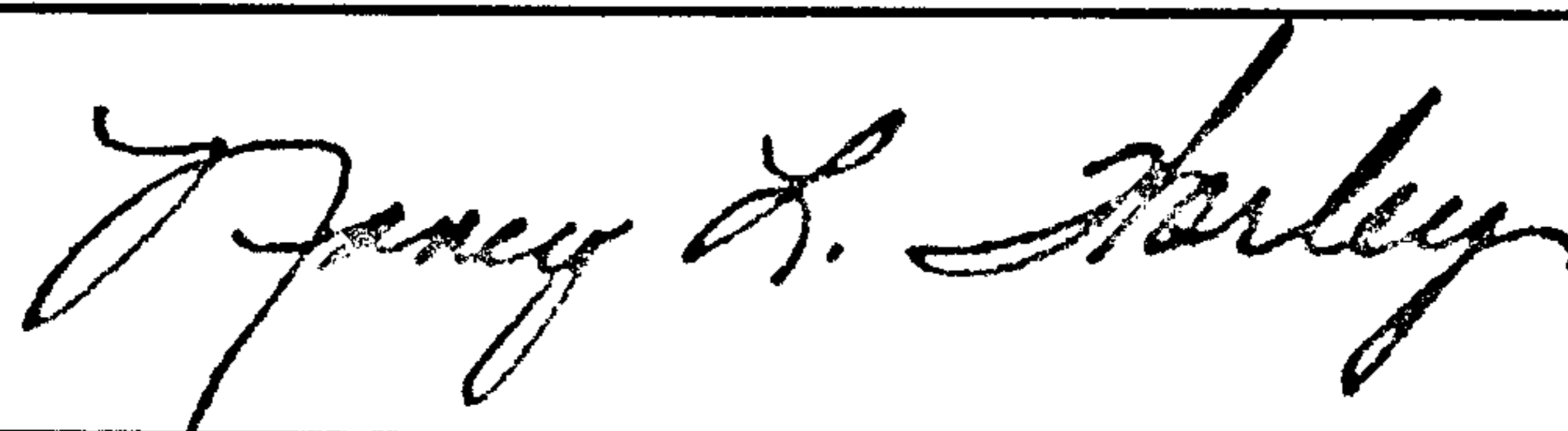
Spots & Dots of Bearverly Hills, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of W Wheeler Smith PC, 3500 Independence Dr, Birmingham, AL 35209 for a period of one hundred twenty days beginning February 24, 2006 and expiring June 25, 2006.

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.

February 24, 2006

Date



Nancy L. Worley

Secretary of State

