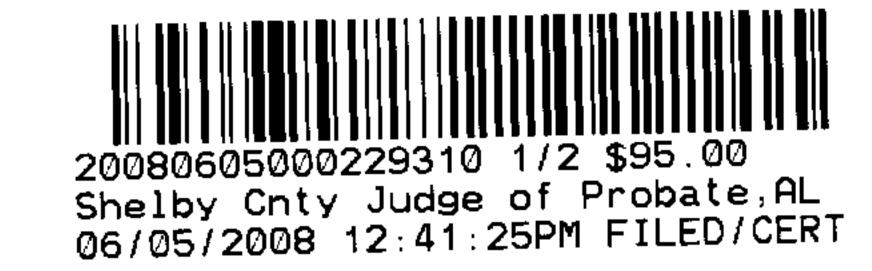
STATE OF ALABAMA DOMESTIC FOR-PROFIT CORPORATION ARTICLES OF INCORPORATION FOR



THE COUNTERTOP SHOPPE, INC

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

Article I

The name of the corporation is THE COUNTERTOP SHOPPE, INC

Article II

The duration of the corporation is perpetual.

Article III

The corporation has been organized for the following purpose(s): to engage in any lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

Article IV

The number of shares which the corporation shall have authority to issue is 1,500 at \$0.01 par value per share.

Article V

The street address of the registered office is:

164 Dogwood Trail Alabaster, Alabama 35007 County of Shelby

The name of the registered agent at that office is: Dean C. Griffin

Article VI

The name(s) and address(es) of the director(s) are:

Dean C. Griffin - 164 Dogwood Trail, Alabaster, Alabama 35007

Article VII

The name(s) and address(es) of the incorporator(s) are:

Meghan Record - 26520 Agoura Road, Calabasas, California 91302

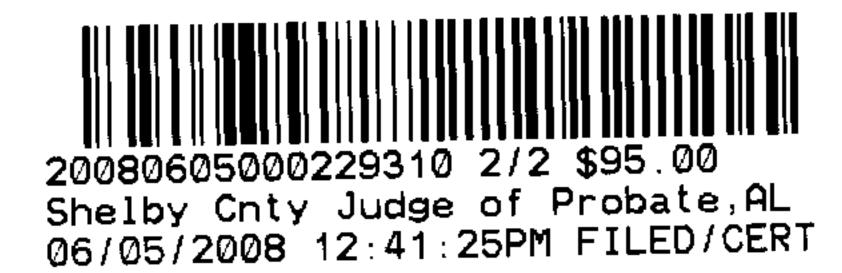
IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation on this, the Z

day o

Meghan Record, Incorporator

THIS DOCUMENT PREPARED BY:

Meghan Record 26520 Agoura Road Calabasas, California 91302 Beth Chapman Secretary of State



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

STATE OF ALABAMA

I, Beth Chapman, 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 COUNTERTOP SHOPPE, INC.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of MEGHAN RECORD, 26520 AGOURA ROAD, CALABASAS, CA 91302 for a period of one hundred twenty days beginning May 23, 2008 and expiring September 21, 2008.



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 23, 2008

Date



Beth Chapman

Secretary of State