

ARTICLES OF INCORPORATION
OF
HILLTOP TUNE, INC.

The undersigned incorporator, DAVID W. GRIMAUD, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Section 10-2B-2.01, et seq., Code of Alabama.

ARTICLE I - NAME

The name of this corporation is HILLTOP TUNE, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is Post Office Box 159, Chapin, South Carolina 29036.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Alabama and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred thousand (100,000) shares of no par value common stock.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be 202 Meadowlark Place, Alabaster, Alabama 35007, and the name of the initial registered agent of the corporation at that address is Ricky D. Martin.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but

shall never be less than one (1). The name and address of the initial directors of the corporation are:

David W. Grimaud
804 Old Forge Road
Chapin, SC 29036

Joseph A. Grimaud, Jr.
804 Old Forge Road
Chapin, SC 29036

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles are:

David W. Grimaud
804 Old Forge Road
Chapin, SC 29036

ARTICLE IX – COMMENCEMENT OF CORPORATE EXISTENCE

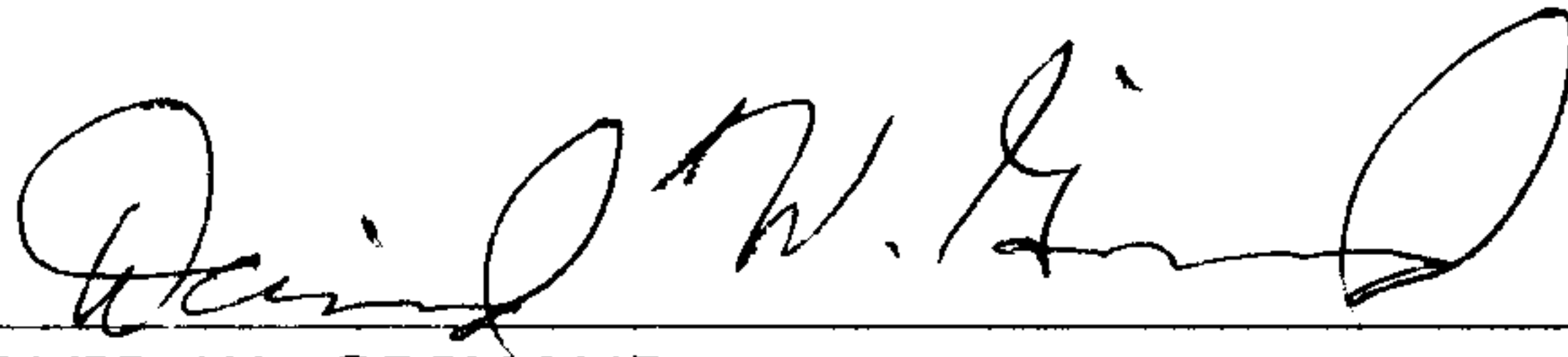
The date for commencement of the corporation's existence shall be the date these Articles of Incorporation are filed with the Alabama Secretary of State.

ARTICLE X – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 30 day of November, 2009.

INCORPORATOR:



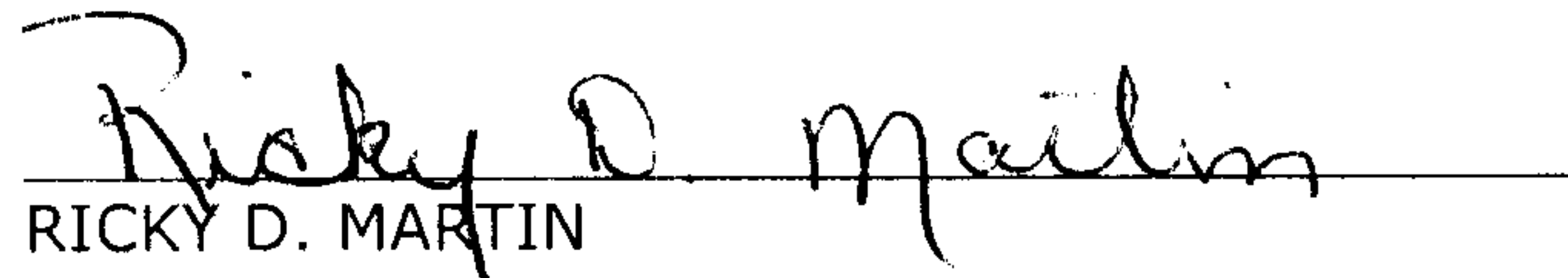
DAVID W. GRIMAUD



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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of HILLTOP TUNE, INC. Further, I am familiar with and accept the duties and obligations of such designation.


RICKY D. MARTIN

Date: November 30, 2009



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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:

Hilltop Tune, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Carolyn R. Ward, Esquire, 125 West Romana Street Ste 800, Pensacola, FL 32502 for a period of one hundred twenty days beginning November 17, 2009 and expiring March 18, 2010.

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.

November 17, 2009

Date


Beth Chapman TM

Beth Chapman

Secretary of State