

Certificate of Formation
Of
OAK MOUNTAIN TOY & HOBBY, LLC

The undersigned, for the purpose of forming a limited liability company (the "Company") Pursuant to the Provisions of Section 10A-1-3.05 and 10A-5-2.02 of the Code of Alabama 1975, the undersigned hereby adopt the following Limited Liability Certificate of Formation:

ARTICLE I

The name of the Company is OAK MOUNTAIN TOY & HOBBY, LLC

ARTICLE II

The existence of the Company shall commence on the date of the filing of the Certificate of Formation in the Office of the Judge of Probate of Shelby County, Alabama, and shall be dissolved upon the earlier to occur of (i) the written consent of all the members to dissolve the Company; (ii) as provided in the Operating Agreement; or (iii) as may be required under the LLC Act.

ARTICLE III

The purposes for which the Company is organized are:

- A. To market, sell and repair toys and hobby items.
- B. To own, construct, purchase, sell and lease real property.
- C. 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;
- D. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision;

- E. To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills or exchange, warrants, debentures and other negotiable or transferable instruments;
- F. To have one or more offices to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony and country;
- G. To enter into any plan or project for the assistance and welfare of its employees;
- H. To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Company is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Company;
- I. To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others, and to guarantee the payment of dividends upon any security or securities;
- J. To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and choses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described, and, while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities;
- K. To do all and everything necessary for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the Company, and in general, to carry on any lawful business necessary or incidental to the protection and



benefit of the Company, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Company, whether such businesses similar in nature to the objects and powers hereinabove set forth or otherwise; and

- L. To engage in any or all lawful business for which limited liability companies may be organized under the LLC Act and the laws of Alabama, as the same now exist or hereafter be amended.
- M. To create, develop, own, manage, market, and preserve intellectual property and all rights incident thereto.


The foregoing clauses shall be construed as purposes for which the Company is organized, in addition to those powers specifically conferred upon the Company 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 Company otherwise granted by law.

Article IV

The location and mailing address of the initial registered office of the Company in the State of Alabama and the name of its initial registered agent at such address is.

Registered Office:
2641 Pelham Pkw
Pelham, AL 35124

Registered Agent:
Michael James Cole


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Shelby Cnty Judge of Probate, AL
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Article V

The name and mailing address of the organizer of the Company is Michael James Cole, 9459 Cedar Mt. Rd., Pinson, AL 35126.

Article VI

The names and mailing addresses of the initial members of the Company are as follows:

| | |
|----------------------|--|
| Michael James Cole | 9459 Cedar Mt. Rd. Pinson, AL 35126 |
| Christina Marie Cole | 9459 Cedar Mt. Rd. Pinson, AL 35126 |

Article VII


The Company shall admit additional members only upon the terms and conditions set forth in the Operating Agreement.

Article VIII

The Company shall be managed by one manager. The name and address of the initial manager of the Company is as follows: Michael James Cole, 2641 Pelham Pkw, Pelham, AL 35124.

The initial ownership of said company is as follows:

| | |
|----------------------|--|
| Michael James Cole | 9459 Cedar Mt. Rd. Pinson, AL 35126 |
| Christina Marie Cole | 9459 Cedar Mt. Rd. Pinson, AL 35126 |


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In witness whereof, the undersigned organizer does hereby make the Certificate of Formation and does hereby confirm that the facts stated herein are true, and accordingly signs the Certificate of Formation this 28th day of August, 2015.

Michael James Cole
Michael James Cole

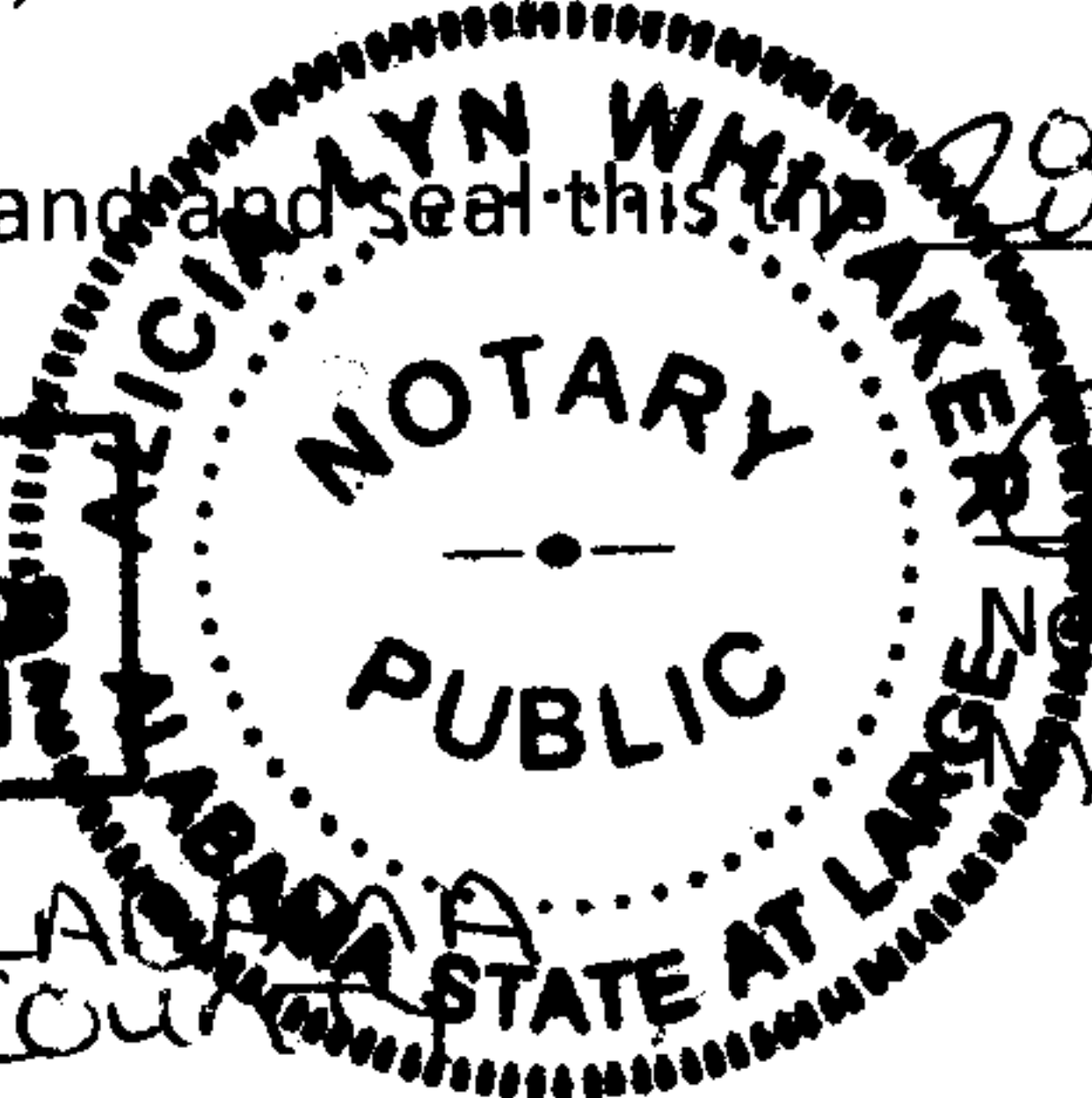
Christina Marie Cole
Christina Marie Cole

STATE OF ALABAMA
JEFFERSON COUNTY

I, THE UNDERSIGNED AUTHORITY, A notary Public, in and for said County in said State, hereby certify that Michael James Cole, whose name is signed to the foregoing Certificate of Formation of OAK MOUNTAIN TOY & HOBBY, LLC, and who is known to me, acknowledged before me on this day that being informed of the contents of the Certificate of Formation of OAK MOUNTAIN TOY & HOBBY, LLC, he has executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 28th day of August 2015.

ALICIA LYN WHITAKER
Notary Public, Alabama State At Large
My Commission Expires Jan. 21, 2017



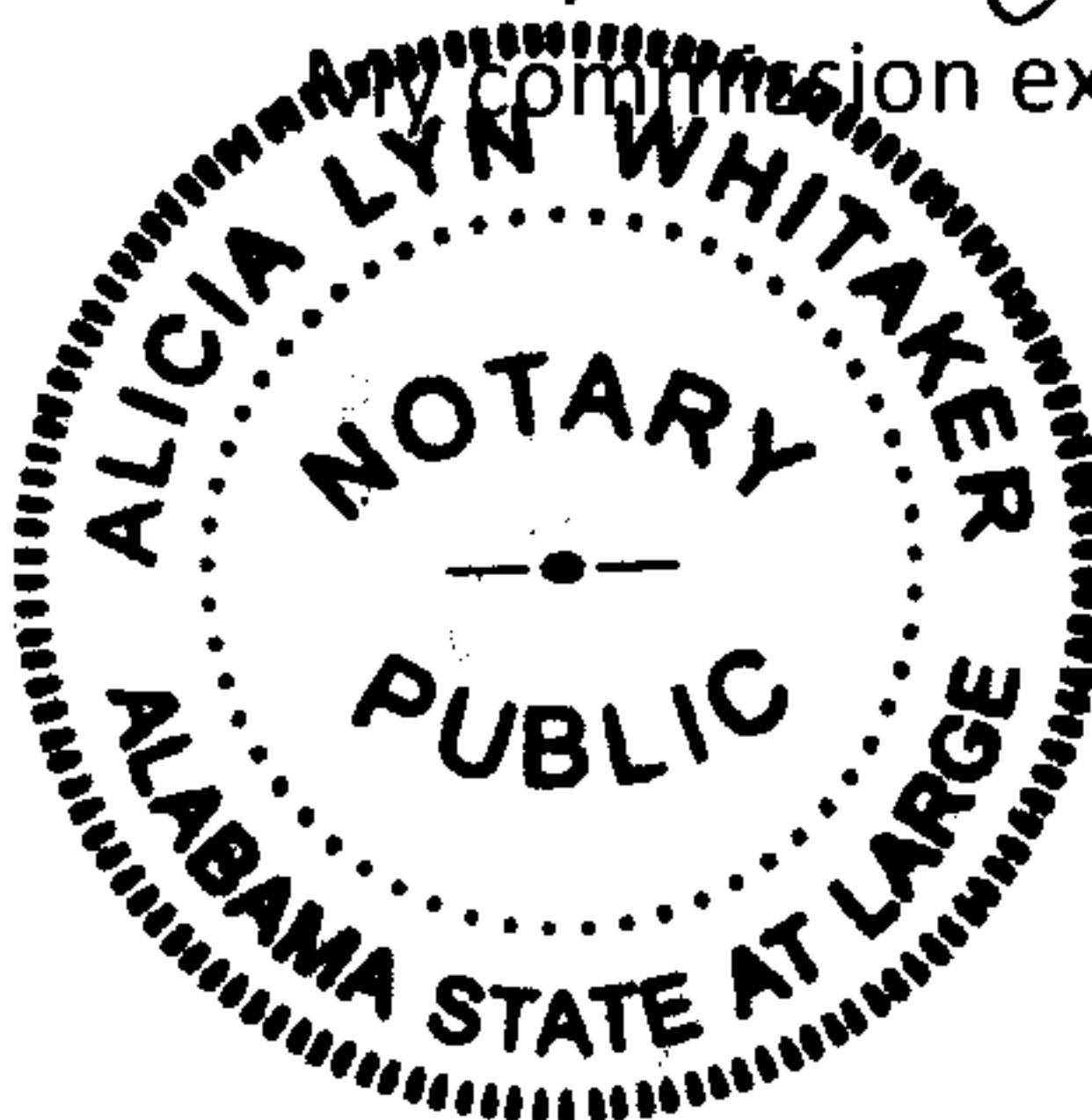
Alicia Lyn Whitaker
Notary Public: Alicia Lyn Whitaker
My commission expires: 1-21-17

STATE OF ALABAMA
JEFFERSON COUNTY

I, THE UNDERSIGNED AUTHORITY, A notary Public, in and for said County in said State, hereby certify that Christina Marie Cole, whose name is signed to the foregoing Certificate of Formation of OAK MOUNTAIN TOY & HOBBY, LLC, and who is known to me, acknowledged before me on this day that being informed of the contents of the Certificate of Formation of OAK MOUNTAIN TOY & HOBBY, LLC, she has executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 28th day of August 2015.

Alicia Lyn Whitaker
Notary Public: Alicia Lyn Whitaker
My commission expires: 1-21-17



This instrument prepared by:

Law Office of Stephen Grimes
P.O. Box 463 / 1106 Main Street
Gardendale, AL 35071
Phone: 205-631-4814
Fax: 205-631-9956
Email: attygrimes@aol.com

ALICIA LYN WHITAKER
Notary Public, Alabama State At Large
My Commission Expires Jan. 21, 2017



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John H. Merrill
Secretary of State

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

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

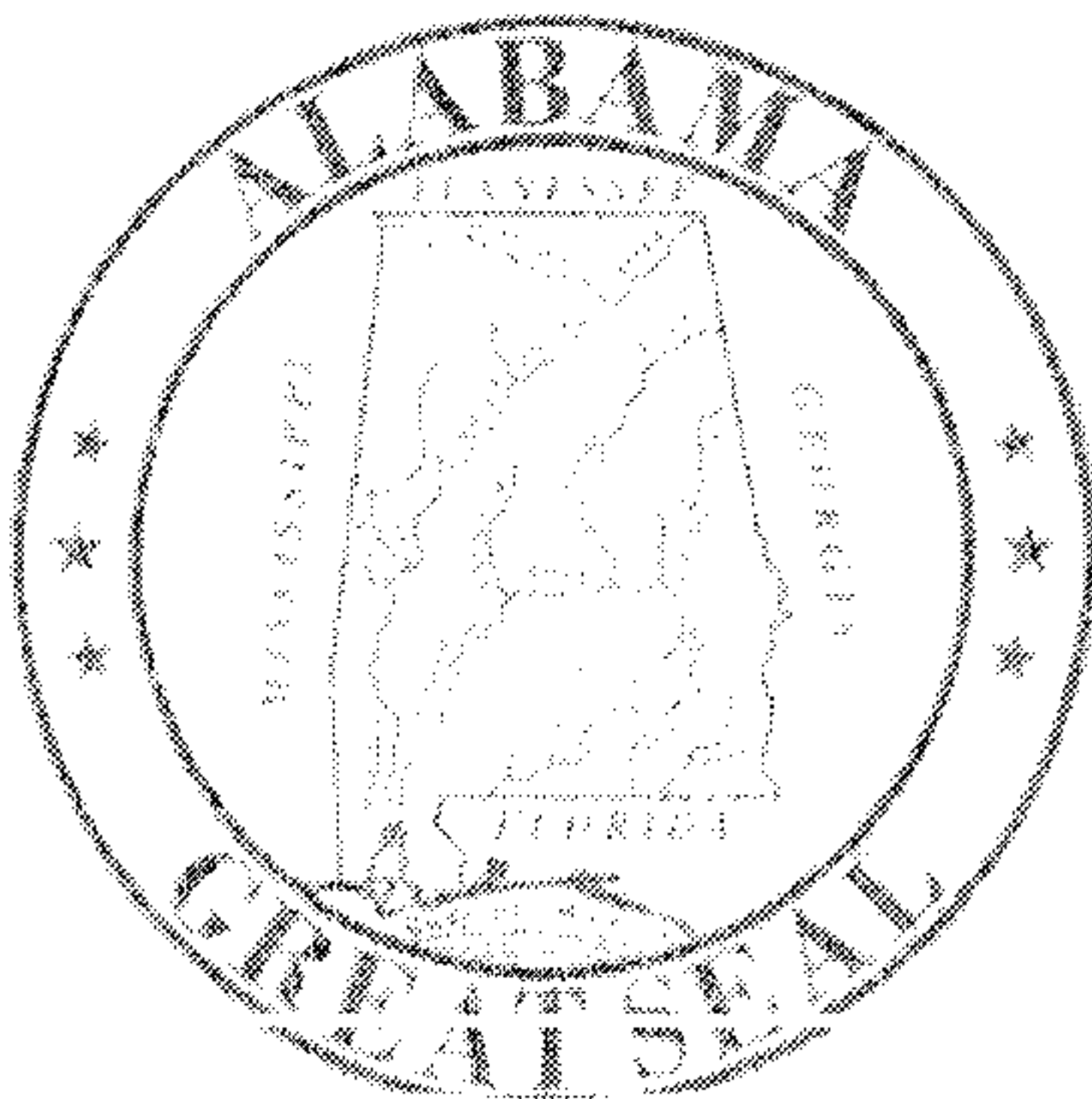
pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Oak Mountain Toy & Hobby, LLC

This name reservation is for the exclusive use of Stephen Grimes, PO Box 463,
Gardendale, AL 35071 for a period of one year beginning August 28, 2015 and
expiring August 28, 2016



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**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.**

August 28, 2015

Date

J. H. Merrill

RES699757

John H. Merrill

Secretary of State