

ARTICLES OF INCORPORATION
OF
HATHAWAY HARDWOOD COMPANY, INC.

STATE OF ALABAMA)
JEFFERSON COUNTY)

TO THE HONORABLE JUDGE OF PROBATE:

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name and style of the proposed corporation is
HATHAWAY HARDWOOD COMPANY, INC.

ARTICLE II

The period of existence of this corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

(a) The manufacture and sale of various hardwood furniture items.

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Attorneys at Law
1722-2nd Avenue North
Bessemer, Alabama 35020

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(b) To purchase, to receive by way of gift, subscribed for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidence of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water

rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of

this corporation, and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is One hundred (100) shares of common stock of the par value of Ten and no/100 Dollars each, and the corporation shall begin business with One Thousand and no/100 (\$1,000.00) Dollars Capital stock.

ARTICLE V

The dates on which the stockholders annual meeting shall be held, the number of directors and their terms of office and the terms of office of the officers and their duties and powers shall be fixed by the By-Laws of the corporation. Offices may be created by the By-Laws and filled by the Board of Directors. The corporation shall have the power to make By-Laws

for the government and regulation of the corporation, its agents, servants, officers and employees.

ARTICLE VI

The address of the initial registered office of the corporation is 111 Hinds Street, Pelham, Alabama, 35124, and the name of its initial registered agent at its address is Giles E. Hathaway.

ARTICLE VII

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 shall serve as director until the first annual meeting of the shareholder, or until its successor is elected and qualified is: Giles E. Hathaway, 111 Hinds Street, Pelham, Alabama, 35124.

ARTICLE VIII

The name and address of the incorporator is Giles E. Hathaway, 111 Hinds Street, Pelham, Alabama, 35124.


ARTICLE IX

This corporation is formed as a Small Business Corporation and the stock authorized herein shall be stock of a

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Small Business Corporation as designed by Section 1244 of the
United States Internal Revenue Service Code.

IN WITNESS WHEREOF, the undersigned incorporator has
subscribed his name to these Articles of Incorporation on this
the 30th day of September, 1983


Giles E. Hathaway

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STATE OF ALABAMA

I, Don Siegelman, 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 10-2A-26, Code of Alabama 1975, the corporate name _____

Hathaway Hardwood Company, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Hathaway Hardwood Company, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

Date September 27, 1983 - expires 1-26-84

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

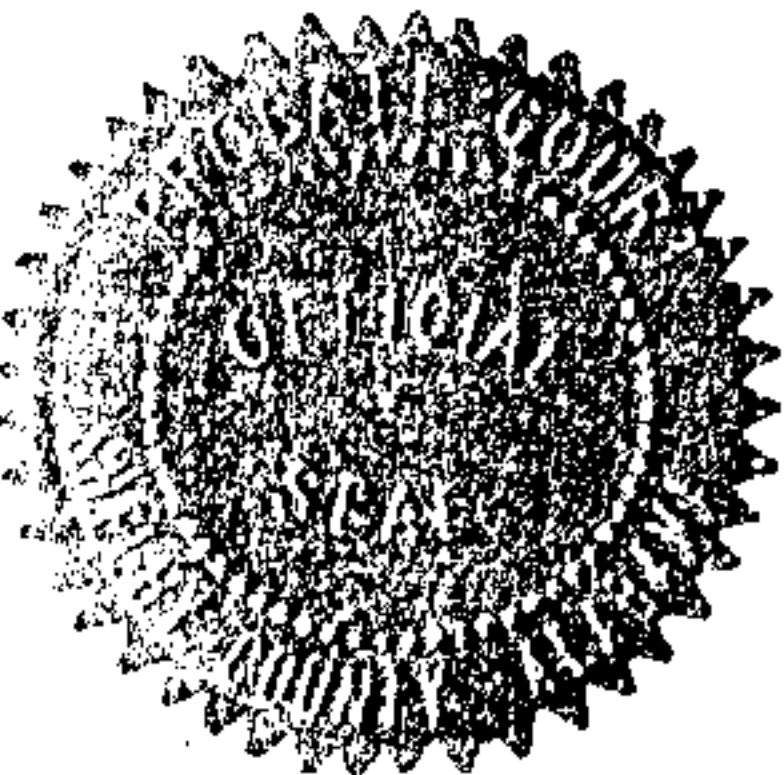
CERTIFICATE OF INCORPORATION OF

HATHAWAY HARDWOOD COMPANY, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of HATHAWAY HARDWOOD COMPANY, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of HATHAWAY HARDWOOD COMPANY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of OCTOBER, 1983.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1983 OCT -3 PM 2:14

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate