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STATE OF ALABAMA {
SHELBY COUNTY {

ARTICLES OF INCORPORATION OF
THE CHILD CONCEPT, INC.

The undersigned acting as incorporators of a corporation under the Alabama Business Corporation Act adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the proposed corporation
The Child Concept, Inc.

SECOND: The period of its duration is
perpetual.

THIRD: The purpose or purposes for which
this corporation is organized are:

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BACK
To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as whole-salers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

The buying and selling, as broker or agent, or on its own account, of all kinds of machinery and electrical and machine supplies.

To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world.

To sell, let, or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the company, or which it may acquire, or any interest in the same.

To register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use, or otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights or privileges, either in the United States or in any other part of the world.

To manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

John Burdette, Jr. 7/24/52
#10 2nd St. N.E. 122
Birmingham 35203

To establish, maintain, conduct and carry on a general merchandising business, and in conjunction therewith to manufacture, produce, buy, import and otherwise acquire, own, store, hold, use, sell, export, distribute, lease, pledge and otherwise dispose of and generally deal in and with, at wholesale and retail, as principal or as agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and discription.

To invest money in all kinds and types of property, both real and personal, and wheresoever they may be situated.

To borrow and lend money, with and without security, and to mortgage, pledge, or hypothecate any property the corporation may own, regardless of its nature or the evidence of same.

And generally to do and perform all the acts and enjoy all the powers conferred by the Constitution and General Laws of the State of Alabama, as provided by the Alabama Business Corporation Act and the Code of Alabama, 1975, as amended to date.

FOURTH:

The aggregate number of share which the corporation shall have authority to issue is 100,000 shares of common stock, with a par value of \$1.00 per share. The amount of the total authorized capital stock with which the corporation shall begin business shall be \$2,050.00 made up of 2,050 shares, all of said stock issued having been fully paid for in cash, by the transfer of tangible personal property or by contract for services to be performed.

FIFTH:

The address of the initial registered office of the corporation is Route 2, Box 285, Vincent, Alabama 35178, and the name of the initial registered agent at such address is Hugh N. Montgomery, Jr.

SIXTH:

The number of directors constituting the intitial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

Hugh N. Montgomery, Jr.	2840 Fairway Drive	Birmingham, Ala. 35213
Ronald V. Gunter	5008 Senic View Dr.	Birmingham, Ala. 35210
Bobbie M. Bates	Rt. 2, Box 285	Vincent, Ala. 35178

SEVENTH:

The following named persons will serve as officers of the corporation for the first year and until their successors are chosen and have qualified, as well as the number of shares subscribed by each, are as follows:

Hugh N. Montgomery, Jr.	President	650 shares
Ronald V. Gunter	Vice-President	650 shares
Bobbie M. Bates	Sec.-Treasurer	750 shares


EIGHTH: The Stockholders shall have the right to increase or decrease the capital stock of the corporation to such sum or sums as they may desire, and as may be permitted by the Laws of the State of Alabama.

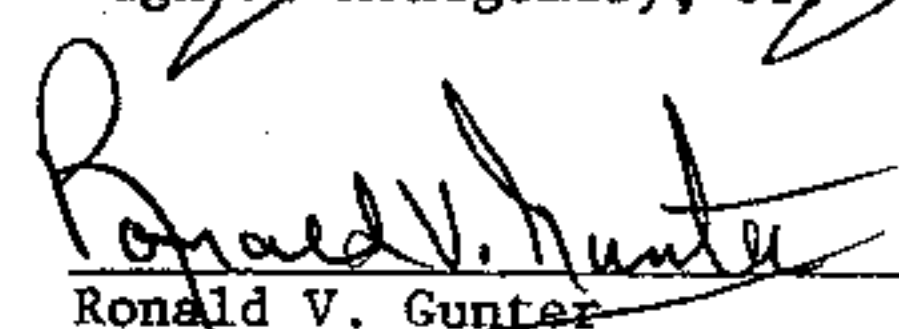
NINTH: The directors or the stockholders may waive, in writing, any requirements under the By-Laws of the corporation and the Laws of the State of Alabama, where the law permits such waiver, to hold a formal meeting with respect to any business to be transacted by the corporation, and may transact the business of the corporation by resolution executed and consented to in writing by all the directors or stockholders without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to the action and notice issued, as provided by the By-Laws of the corporation or the laws of the State of Alabama.

TENTH: The names and addresses of the incorporators are:

Hugh N. Montgomery, Jr.	2840 Fairway Drive	Birmingham, Ala. 35213
Ronald V. Gunter	5008 Senic View Drive	Birmingham, Ala. 35210
Bobbie M. Bates	Rt. 2, Box 285	Vincent, Ala. 35178

IN WITNESS WHEREOF, the incorporators have hereunto signed and subscribed their names on this the 2nd day of July, 1984


Hugh N. Montgomery, Jr.


Ronald V. Gunter


Bobbie M. Bates

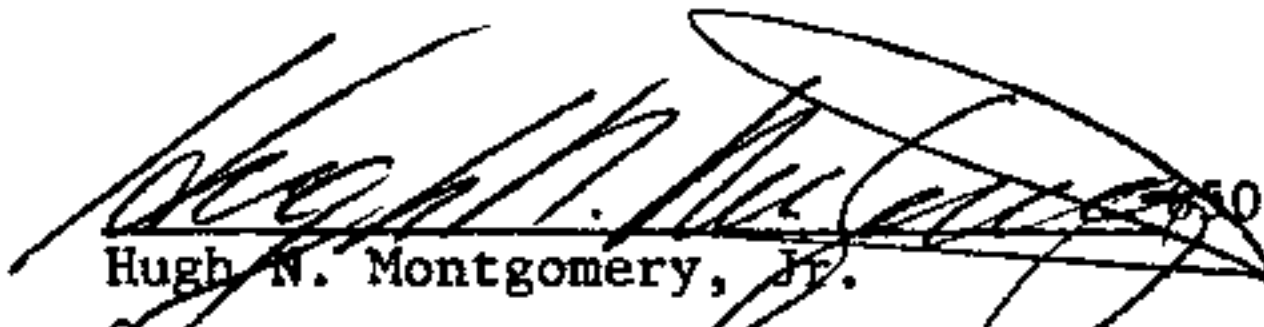
This instrument was prepared by: John Burdette Bates, Attorney at Law
#10 Office Park Circle, Suite 122
Birmingham, Alabama 35223

"EXHIBIT A"

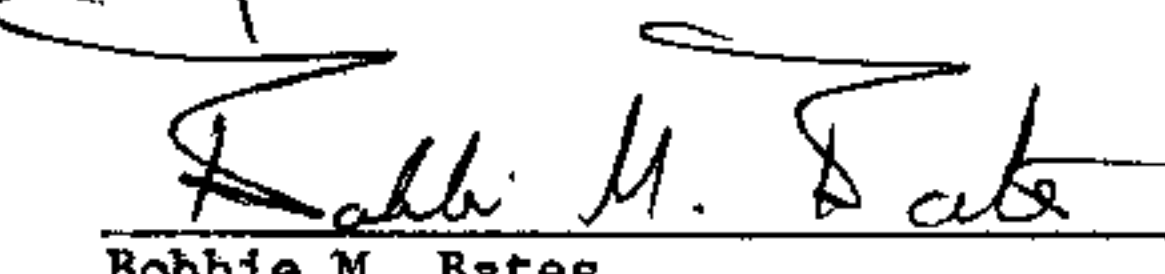
SUBSCRIPTION LIST

THE CHILD CONCEPT, INC.

We, the undersigned incorporators of The Child Concept, Inc., a proposed corporation, hereby subscribe for the number of shares of the capital stock of said corporation set opposite our respective names, said stock to be fully paid, payment therefore having been made in cash, or by the transfer of tangible personal property.


Hugh N. Montgomery, Jr. 650 shares


Ronald V. Gunter 650 shares


Bobbie M. Bates 750 shares

Total Authorized Capital Stock \$100,000.00

Total Fully Paid Capital Stock \$2,050.00

STATE OF ALABAMA I
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SHELBY COUNTY I

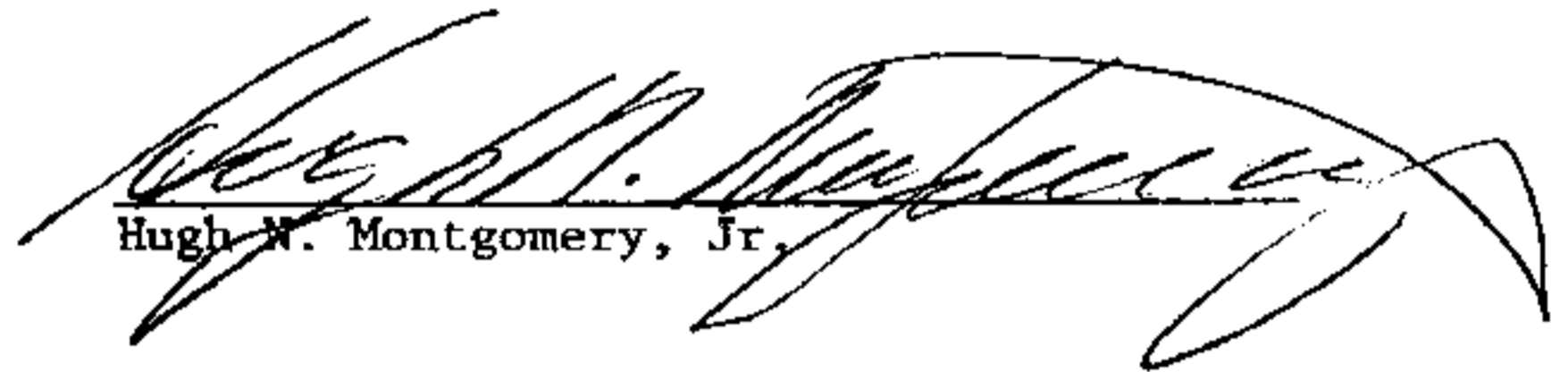
Before me, the undersigned authority in and for said County and State, personally appeared Hugh N. Montgomery, Jr., the initial registered agent, who is also the person designated by the incorporators to receive subscriptions to the capital stock of the proposed corporation, who is known to me and who first being duly sworn, deposes and says on oath:

That he is the initial registered agent and the agent designated to receive such subscriptions; that the foregoing Articles of Incorporation of said corporation are correct and that the same was signed by each of them, namely, Hugh N. Montgomery, Jr., Ronald V. Gunter, and Bobbie M. Bates.

That the total authorized capital stock of said corporation is 100,000.00 divided in to 100,000 shares of common stock with a par value of \$1.00 per stock subscribed for; that the foregoing is a true and correct list of subscriptions

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to the capital stock of said corporation, together with the number of shares subscribed by each of the incorporators, and that all of the subscriptions have been fully paid in cash, by the transfer of tangible personal property or by contract for services to be performed.


Hugh W. Montgomery, Jr.

Subscribed and sworn to before me on this the
2nd day of July, 1984, as witness my hand
and official seal of office.


Notary Public, State of Alabama at Large

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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 _____

The Child Concept, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of The Child Concept, 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.

June 20, 1984 - expires 10-19-84

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

THE CHILD CONCEPT, 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 The Child Concept, 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 The Child Concept, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 2nd day of July, 1984.

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

1984 JUL -2 PM 2:55

Thomas A. Snowden Jr.
JUDGE OF PROBATE

Thomas A. Snowden Jr.
Judge of Probate

