

CERTIFICATE OF INCORPORATION

OF 1552

L & B JEWELRY, INC

The undersigned, acting as incorporator(s) of a corporation under the Alabama Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is L & B Jewelry, Inc..

SECOND: The period of its duration is perpetual.

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

This Corporation is formed for the purpose of carrying on the business of retail jewelers; as dealers in china, curiosities, coins, bedals, and precious stones; and as repairers of watches and other appliances. The Corporation shall have full power and authority to enter into any other business as long as said business is legal, and is not in conflict or prohibited by this Certificate of Incorporation, or is approved by a simple majority of the outstanding stockholders.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of common stock at the par value of \$1.00 per share.

FIFTH: Provisions granting preemptive rights are: NONE.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: By-Laws.

SEVENTH: The address of the initial registered office of the corporation is 1938 Montgomery Highway, and the name of the initial registered agent at such address is James Blevins./ Birmingham, Al 35244

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who will serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

James Blevins

5333 North 57th Street
Birmingham, Al 35217

Jeff Logan

Rt 2 Box 78
Montevallo, Al 35115

Posters Accounting Services
843 First Ave. No., Suite 200

NINTH: The names and addresses of the incorporators are:

James Blevins

5333 North 57th Street
Birmingham, Al 35217

Jeff Logan

Rt 2 Box 78
Montevallo, Al 35115

IN WITNESS WHEREOF, the undersigned incorporators have hereunto
subscribed their names to this Certificate of Incorporation on this
the 14 day of March, 1989.

James L. Blevins
Incorporator

Jeff Logan
Incorporator

EXHIBIT "A"

STATE OF ALABAMA >

COUNTY OF JEFFERSON>

Before me, the undersigned authority, a Notary Public in and for said County, in said State, personally appeared James Blevins, who is known to me and who, being by me first duly sworn, deposes and says that he is the officer and agent designated and authorized by the incorporators of L & B Jewelry, Inc., organized under the laws of the State of Alabama, to receive subscriptions to the capital stock of said corporation; that the number of shares of common stock having a par value of \$1.00 per share; that a copy of the subscription list to the capital stock of said corporation is attached hereto, marked EXHIBIT B, and made a part hereof; that each of said incorporators and subscribers to the said capital stock has paid the full amount of his or her subscription in the following manner:

| <u>NAME</u> | <u>SUBSCRIPTION AMOUNT</u> | <u>MANNER OF PAYMENT</u> |
|---------------|--------------------------------|------------------------------|
| James Blevins | \$ 1,000 | Cash |

James L. Blevins
AGENT

SWORN TO and subscribed before me on this, the 14 day of March, 1989.

Diane M. Porter
Notary Public

300X 041 PAGE 282

EXHIBIT "B"

SUBSCRIPTION LIST TO THE CAPITAL STOCK OF
L & B JEWELRY, INC

I/We, the undersigned, do respectively subscribe for and agree to pay for the number of shares of common capital stock of L & B JEWELRY, INC, proposed to be organized under the laws of the State of Alabama, as set opposite our respective signatures hereunder, and to pay therefor upon the organization of said corporation in the following manner:

| <u>NAME</u> | <u>NUMBER OF SHARES</u> | <u>MANNER OF PAYMENT</u> |
|-------------------------|-----------------------------|------------------------------|
| <i>James L. Blowers</i> | 1,000 | Cash |

EXHIBIT "C"

PLAN TO OFFER SECTION 1244 STOCK

WHEREAS, the Board of Directors of L & B Jewelry, Inc. wish to offer for sale and issue 1,000 shares of its common capital stock authorized by its Certificate of Incorporation; and

WHEREAS, it is further deemed desirable that the offer, sale and issue of such shares be carried out in such a manner that, in the hands of qualified shareholders, such shares will receive the benefits of Section 1244, of the Internal Revenue Code of 1986; and

WHEREAS, there is not now outstanding any offering or portion thereof, of this Corporation to sell or issue any of its stock; and

WHEREAS, this Corporation is a small business corporation as defined in Section 1244 (c)(2) of the Internal Revenue Code of 1986;

NOW, THEREFORE, BE IT RESOLVED, that the President of the Corporation and such other officers as he may designate be, and hereby are, authorized and directed to offer for sale and to sell, and to issue up to 1,000 shares of the common capital stock of the Corporation in the total amount of \$1,000 at \$1.00 per share, payable in cash, during the period from the date hereof to 30 days hereafter or to the date when this Corporation shall make a subsequent offering of any stock, whichever shall first occur.

This the 14 day of March, 1989.

James L. Blewins
Chairman

Ernestine Blewins
Secretary



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

L & B Jewelry, Inc.

I, Perry A. Hand, 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, based upon an examination of the corporation records on file in this office, the corporate name "L & B Jewelry, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Dianne Porter, 8436 1st Ave N., Birmingham, AL 35206 for a period of one hundred twenty days beginning March 1, 1990 and expiring June 30, 1990.



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 March 1, 1990.

A handwritten signature in dark ink, appearing to read "Perry A. Hand".

Perry A. Hand
Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

L&B Jewelry, 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 L&B Jewelry, Inc., duly signed pursuant to the provisions 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 L&B Jewelry, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23rd day of March, 19 90.

Recd 35.00
Jud. 3.00
38.00
Thomas A. Snowden, Jr.
Judge of Probate

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

1990 MAR 23 PM 2:32

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

BOOK 041 PAGE 286