

840

**ARTICLES OF AMENDMENT
of
ARTICLES OF INCORPORATION
of
THE BABY SHOPPE, INC.**

Pursuant to the provisions of Sections 10-2A-111 and 10-2A-116 of the *Code of Alabama (1975)*, as amended, the undersigned, The Baby Shoppe, Inc., an Alabama corporation (the "Corporation"), does hereby adopt these Articles of Amendment of Articles of Incorporation.

FIRST: The name of the Corporation is hereby changed from The Baby Shoppe, Inc. to All-Grade Paper Converting, Inc.

SECOND: (a) The Articles of Incorporation of the Corporation are amended by deleting them in their entirety and inserting in their place the attached Restated Articles of Incorporation of All-Grade Paper Converting, Inc., which are attached hereto as Exhibit "A" and incorporated herein by reference in their entirety (the "Restated Articles of Incorporation").

(b) As hereby amended, the Articles of Incorporation of the Corporation shall be and read in their entirety as set forth in the Restated Articles of Incorporation.

THIRD: The amendment set forth in Article SECOND hereof was adopted pursuant to a Written Consent of Sole Shareholder of the Corporation, dated as of April 10, 1990 (the "Consent").

FOURTH: The number of shares of capital stock of the Corporation outstanding, the number of shares entitled to vote on such amendment and the designation and number of outstanding shares entitled to vote thereon of each such class are as follows:

<u>Class</u>	<u>No. of Shares</u>
Common Stock, par value \$10.00 per share	100

Haskell, Slaughter

BOOK 041 PAGE 402

FIFTH: The number of shares of the capital stock of the Corporation voted for and against such amendment, respectively, and the number of shares of each such class voted for and against such amendment, respectively, are as follows:

<u>Amendment</u>	<u>Number of Shares of Common Stock</u>	
	<u>For</u>	<u>Against</u>
Amendment set forth in Article SECOND hereof	100	0

SIXTH: The manner in which an exchange, reclassification or cancellation of the issued shares of the Corporation shall be effected in connection with the amendment set forth in Article SECOND hereof is as follows: Each share of the Common Stock, par value \$10.00 per share, of the Corporation shall be surrendered by the holder thereof to the Corporation and cancelled subsequent to the date of the filing of these Articles of Amendment of Articles of Incorporation, and in exchange therefor, the Corporation shall issue to such holder 10,000 shares of its Common Stock, par value \$.01 per share.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment of Articles of Incorporation of The Baby Shoppe, Inc., to be duly executed as of the 10th day of April, 1990.

THE BABY SHOPPE, INC.

By Sam Meredith
Sam Meredith
Its President and Secretary

This instrument prepared by:

Beall D. Gary, Jr., Esq.
Haskell Slaughter & Young
Professional Association
800 AmSouth-Sonat Tower
Birmingham, Alabama 35203

BOOK 041 PAGE 403

VERIFICATION

I, Sam Meredith, do hereby verify that I am the President and Secretary of The Baby Shoppe, Inc., that the foregoing Articles of Amendment of Articles of Incorporation of The Baby Shoppe, Inc. have been executed by duly authorized officers of said corporation whose true and lawful signatures appear thereon, as and for the act of said corporation, and that the statements contained therein are true and correct.

Sam Meredith
Sam Meredith

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

Subscribed to and sworn before the undersigned, a Notary Public in and for said county and state, this 10th day of April, 1990.

Sandra Kaye Morris
Notary Public

My Commission expires: 12-31-91

[NOTARIAL SEAL]

RESTATED ARTICLES OF INCORPORATION
of
ALL-GRADE PAPER CONVERTING, INC.
(formerly The Baby Shoppe, Inc.)

FIRST: The name of the Corporation is All-Grade Paper Converting, Inc.

SECOND: The Corporation shall have perpetual duration.

THIRD: The nature of the business or purposes to be conducted or promoted are:

(a) To engage in the business of converting paper rolls from one form to another and selling such rolls as converted.

To engage in any other business incident to, or connected with, or similar to the business set forth hereinabove, and to carry on all activities and operations necessary or convenient to accomplish any and all of the foregoing purposes.

(b) To engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 20,000 shares, all of which shall be Common Stock, par value \$.01 per share.

The holders of Common Stock shall be entitled to receive such dividends as may be declared from time-to-time by the Board of Directors. In the event of the liquidation, dissolution or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them,

BOOK 041 PAGE 405

respectively. Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock standing in his name on the record books of the Corporation.

FIFTH: The address of the Corporation's registered office in the State of Alabama is 151 Big Oak Drive, Maylene, Alabama 35114, and the name of its registered agent at such address is Sam Meredith.

SIXTH: The Board of Directors shall have the power to make, alter or repeal the Bylaws of the Corporation at any meeting at which a quorum is present by the affirmative vote of a majority of the whole Board of Directors. Election of Directors need not be by written ballot. The name of the sole Director constituting the Board of Directors, who will serve until his successor is elected and qualified pursuant to the *Code of Alabama (1975)* and the Bylaws adopted by this Corporation, is Sam Meredith, and his mailing address is 1974 E. Chandalar Drive, Pelham, Alabama 35007.

SEVENTH: The name of the Incorporator is Sam Meredith, and his mailing address is 151 Big Oak Drive, Maylene, Alabama 35114.

EIGHTH: No shareholder, by virtue of being a shareholder, shall enjoy any preemptive rights with regard to the purchase of stock.

These Restated Articles of Incorporation of All-Grade Paper Converting, Inc. correctly set forth without change the corresponding provisions of the Articles of Incorporation as amended, and supersede the original provisions of the Articles of Incorporation as amended.

IN WITNESS WHEREOF, the undersigned has caused these Restated Articles of Incorporation of All-Grade Paper Converting, Inc., to be duly executed as of the 10th day of April, 1990.

ALL-GRADE PAPER CONVERTING, INC.

By Sam Meredith
(Sam Meredith)
Its President and Secretary

This instrument prepared by:

Beall D. Gary, Jr.
Haskell Slaughter & Young,
Professional Association
800 AmSouth-Sonat Tower
Birmingham, Alabama 35203

BOOK 041 PAGE 406

BOOK 041 PAGE 407

VERIFICATION

I, Sam Meredith, do hereby verify that I am the President and Secretary of All-Grade Paper Converting, Inc., that the foregoing Restated Articles of Incorporation of All-Grade Paper Converting, Inc. have been executed by duly authorized officers of said corporation whose true and lawful signatures appear thereon, as and for the act of said corporation, and that the statements contained therein are true and correct.

By Sam Meredith
Sam Meredith

STATE OF ALABAMA)
 :
JEFFERSON COUNTY)

Subscribed to and sworn before the undersigned, a Notary Public in and for said county and state, this 10th day of April, 1990.

Sandra K. Morris
Notary Public

My Commission Expires: 12-31-91

[NOTARIAL SEAL]



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

All-Grade Paper Converting, 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 "All-Grade Paper Converting, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Sam Meredith, P. O. Box 1558, Alabaster, AL 35007 for a period of one hundred twenty days beginning April 5, 1990 and expiring August 4, 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 April 5, 1990.

Perry A. Hand
Secretary of State

STATE OF ALABAMA
I CERTIFY THIS
DOCUMENT WAS FILED

State of Alabama

SHELBY County

CERTIFICATE OF AMENDMENT

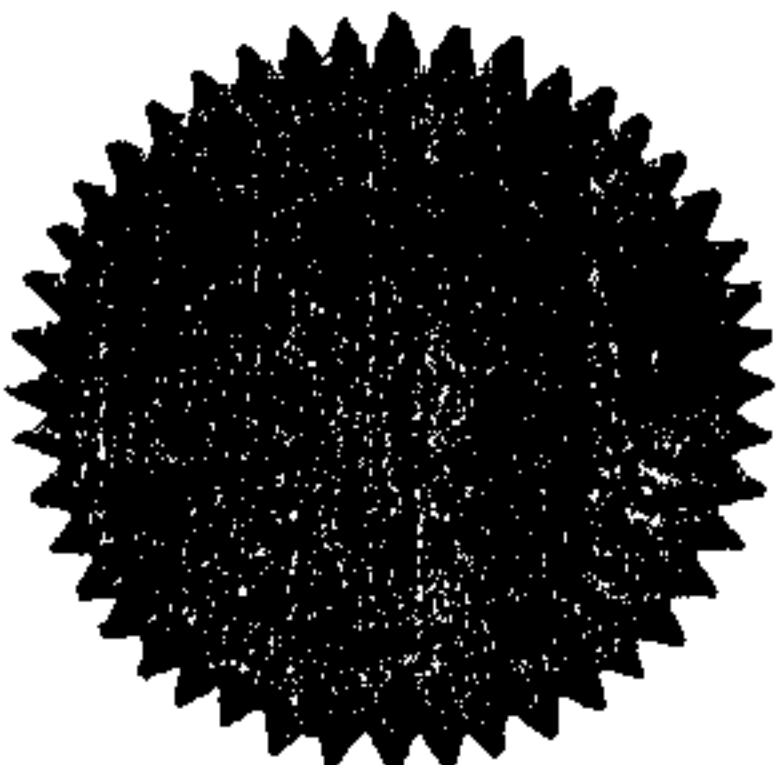
OF

THE BABY SHOPPE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of THE BABY SHOPPE, INC., duly signed and verified pursuant to the provisions of Section 10-2A-111 & 10-2A-116 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 AMENDMENT of THE BABY SHOPPE, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT

GIVEN Under My Hand and Official Seal on this the 11th day of APRIL, 1990.



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

90 APR 11 PM 2:39

Judge of Probate

Thomas A. Shively
Judge of Probate

Rec 10.00
Jud 3.00
13.00