1994

STATE OF ALABAMA)
SHELBY COUNTY)

This instrument
prepared by:
John H. Lair
Attorney At Law
1801 9th AVe.So.Suite 104
Birmingham,Alabama 35205

ARTICLES OF INCORPORATION

OF

BALAM-AMERICA,INC.

A CLOSE CORPORATION

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

ARTICLE I

NAME

The name of the Corporation shall be:Balam-America, Inc.

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ARTICLE II

The period of its duration is perpetual.

ARTICLE III

PURPOSES

The purposes for which this corporation is organized are:

(a) To conduct and carry on the business of a gift and greeting card shop to carry on the business of purchasing and selling gift shop items, greeting cards, presents, gifts, sundries, books, magazines, toys, candy, cookies, other sweet items, cosmetics, glassware, various cosmetic items and all items sold in greeting card shops.

(b) To manufacture, purchase, acquire, hold, maintain, improve, construct, pledge, hypothecate, exchange, sell, invest, and deal in and otherwise dispose of, alone or in syndicate or other wise in conjunction with others, commodities, merchandise and other personal property of every kind, character and description whatsoever and wheresoever situated and interest therein,

(c) To purchase, acquire, lease, own , hold, sell, convey, or mortgage and otherwise deal in real estate, property,

Sal S. Modi

tenements, and herediaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, any and all kinds of buildings and other structures and erections and to install therein such furniture and appliances which at any time may be necessary to conduct the business thereof.

(d) To acquire bonds or stocks of this Corporation or otherwise the goodwill, rights, assets, and property; to undertake, guarantee or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation or otherwise; to hold, or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(e) To acquire, hold, use, sell, assign, lease, grant licenses in respect of mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

(f) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and [illegible] dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, [illegible] securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrips, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptance, commercial paper and chooses in action, evidence of indebtedness and other obligations of every kind and description (all of which to be hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association, partnership, common law trust ,syndicate, firm, or individual or of any combination of organizations, or entities whatsoever, irrespective of their form or the names by which they may be described, and which 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.

(g) 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

(h) To enter into, make and perform contracts of every kind

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for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, country, state, territory, government or governmental subdivision.

(i) To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(j) To issue bonds, debentures or obligations of this Corporation from time to time, for any for the purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(k) to have one or more officers to carry on all or any of its operations and business and, without restriction or limit as to amount, to purpose 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.

(l) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

(m) To enter into any plan or project for the assistance and welfare of its employees.

(n) To enter into any legal arrangements for sharing of profits, union of interest, 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 corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this corporation.

(o) 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.

(p) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, in general, to carry on any lawful business necessary or incidental to the protection and benefit of the corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

(q) to engage in the transaction of any or all lawful business for which this corporation may be incorporated under the laws of Alabama.

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

ARTICLE IV

AUTHORIZED CAPITAL SHARES

The total number of shares which the corporation shall have authority to issue is One Thousand (1000) shares of common stock of the par value of One Dollar ($1.00) per share constituting a total authorized capital of One Thousand ($1000.00) Dollars and consisting of one class only.

ARTICLE V

INTERNAL AFFAIRS

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The following provisions for the regulation of the business and for the conduct of the affairs of the corporation, the directors and the shareholders are hereby adopted;

(a) The initial By-Laws of the corporation shall be adopted by the shareholders. The power to alter, amend, or repeal By-laws or adopt new By-laws shall be vested in the shareholders. The By-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the corporation, the directors and shareholders not inconsistent with the Alabama Business corporation Act or these Articles of Incorporation.

(b) The business and affairs of the corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Articles VII hereof.thereafter the number of Directors of the Corporation shall be fixed from time to time by the By-Laws or, in the absence of a By-Law fixing said number ,the number shall be the number of the initial Board of Directors. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws, the Directors may be removed, with or without cause by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors at a meeting of the shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors, is expressly authorized:

(1) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in;

(2) To make, from time to time (so far as may be permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board, if action by Directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders as the case may be.

(e) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the within Articles of Incorporation and by statute, without any action by its shareholders, the corporation may:

(1) Issue or sell for any consideration as may be fixed from time to time by the stockholders, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of its capital shares acquired by it after the issuance thereof;

(2) Issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertibility or otherwise, as the stockholders, in its sole discretion, may determine, and mortgage or pledge as security therefor any property of the corporation, real or personal, including after-acquired property; and

(3) Issue or grant, for such consideration as may from time to time be fixed by the stockholders, warrants or options in bearer, registered or such other form as the stockholders may determine, for the purchase of its capital shares with or without par value of any class within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share as the stockholders may determine. Such warrants

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or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or capital shares of any class of the corporation and for such consideration and on such shares of any class of the corporation and for such consideration and on such terms and conditions as the stockholders in its sole discretion may determine.

(f) The corporation shall have a lien upon all shares subscribed for or issued for the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the corporation a subscriber shall not be considered as a shareholder until said subscription shall have been paid in full.

(g) The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor.

ARTICLE VI

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT THEREAT

The location and mailing address of the initial registered office of the corporation shall be:

4927 Altadena South Drive
Birmingham, (~~Jefferson~~ Shelby County), Alabama 35244

The name of the corporation's initial registered agent at said address shall be:

Sal S. Modi
4927 Altadena South Drive
Birmingham, (~~Jefferson~~ Shelby County) Alabama 35244

ARTICLE VII

NUMBER OF DIRECTORS AND NAMES AND ADDRESSES OF INITIAL BOARD

The number of directors constituting the initial Board of

Directors shall be two (2). THe names and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified, are as follows:

NAME	MAILING ADDRESS
Sal S. Modi	4927 Altadena South Drive Birmingham,ALabama 35244
Hasmukh Narandas Modi	Rt 5 Box 218 Boaz,Alabama 35957

ARTICLE VIII

INCORPORATORS

The name and mailing address of each incorporator is:

NAME	ADDRESS
Sal S. Modi	4927 Altadena South Drive Birmingham,ALabama 35244
Hasmukh Narandas Modi	Rt 5 Box 218 Boaz, Alabama 35957

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ARTICLE IX

A CLOSED CORPORATION

The corporation is a close corporation authorized by Section 10-2A-300 through 10-2A-313 Code of Alabama, (1975) as amended

ARTICLE X

THE TRANSFER OF THE SECURITIES OF THIS CORPORATION

The transfer of the securities of this corporation is restricted, requiring the consent of the corporation to any proposed transfer of said securities. No transfer of securities of this corporation shall be allowed if such transfer interferes with the maintenance of the corporation status as an electing small business corporation, as defined in Subchapter S of the United STates Internal Revenue Code of 1954 and any later such code in the amended form in which the same shall be effective with reference to such electing small business corporations. Transfer of the securities of this corporation may be further restricted by agreements between the stockholders of said corporation.

ARTICLE XI

LIMIT ON STOCKHOLDERS

All of the corporation's issued shares of shock shall be held of record by not more then 30 persons.

ARTICLE XII

OFFICERS

The names of the officers of the corporation for the first year are as follows:

NAME	OFFICE
Sal S. Modi	President and Vice-President
Hasmukh Narandas Modi	Secretary and Treasurer

ARTICLE XIII

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It is intention of the incorporators of this corporation to seek status of an electing small business corporation as defined in Subchapter S of the United States Internal Revenue Code as amended.

The formation of this corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation.

DAted this 16th day of JULy, 1991.

Sal S. Modi

Sal S. Modi

Hasmukh Narandas Modi

Hasmukh Narandas Modi

(Incorporators)

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Balam-America, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Lair, 1801 9th Ave S., Birmingham, AL 35205 for a period of one hundred twenty days beginning June 24, 1991 and expiring October 23, 1991.

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 24, 1991

Date

Billy Joe Camp **Secretary of State**

INC-1

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION
OF
BALAM-AMERICA, 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 BALAM-AMERICA, 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 BALAM-AMERICA, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30th day of JULY, 19 91.

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

91 JUL 30 AM 8:14

JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Ind 3.00
38.00

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