

ARTICLE OF INCORPORATION

OF

J & G WORLD ENTERPRISES, INC.

TO THE HONORABLE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA:

The undersigned, being over the age of nineteen (19) years, desiring to become a body corporate under the laws of the State of Alabama for the purpose of carrying on the business hereinafter stated and set forth, does hereby make and file with Your Honor, as Judge of said Court, these Articles of Incorporation, in accordance with the provisions of the constitution and laws of Alabama, and we hereby declare as follows:

1. The name of the corporation is:

J & G WORLD ENTERPRISES, INC.

and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The objects and purposes for which the corporation is formed are:

- (a) To administer, oversee, own and advertise companies which will buy, sell and trade merchandise, including motor vehicles.
- (b) To acquire, by purchase, lease, or otherwise, lands, and to own, hold, improve, develop and manage any real estate so acquired, and erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation.
- (c) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment,

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furnishing, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

- (d) To purchase, receive, take by grant, gift, bequest, or otherwise, lease or otherwise acquire, own, hold, improve, employ, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge all or any of its property or assets or any interest therein, wherever situated.
- (e) To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquired to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and in any manner deal with and contract with reference to:
 - (1) inventions, devices, formulae, professes and any improvements and modifications thereof;
 - (2) letters, patents, patent rights, patented processes, copyrights, designs and similar rights, trademarks, tradenames, trade symbols and other indications of origin and ownership granted by and recognized under the laws of the United States of America, District of Columbia, any state or subdivision thereof, or in any commonwealth, territory, possession, dependency, agency or instrumentality of the United States of America and of any foreign county, and all rights connected with or appertaining thereto;
 - (3) franchises, licenses, grants and concessions.
- (f) To purchase, acquire, hold, improve, operate, develop, lease, mortgage, pledge, exchange,

sell, transfer or otherwise dispose of and to invest, trade or deal in, real and personal property of every kind and description or any interest therein.

- (g) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and enjoy and license, power, authority, concession, right or privilege which any corporation may make or grant.
- (h) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, and trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to the classes of business above specified; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.
- (i) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.
- (j) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent rights, licenses and privileges, inventories, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business object or purposes of the corporation.
- (k) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks,

bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation of Alabama or any other state or foreign country, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stock, bonds, debentures or other evidence of indebtedness of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it, and, while the owner thereof, to exercise all rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

- (l) To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, of any other corporation or association, domestic or foreign, or of any firm, partnership or joint venture.
- (m) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or body politic.
- (n) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the 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 to convenient in and about the conduct and management of any such business.

- (o) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.
- (p) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.
- (q) To issue bonds, debentures or other securities of obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.
- (r) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interest therein and mortgages and securities thereon, in making obtaining loans, whether secured by such property or not, and in supervising managing and protecting such property and loans and all interest in and claims affecting the same.
- (s) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold sell, transfer or reissue the same.
- (t) To enter into any plan or project for the assistance and welfare of its employees.
- (u) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer or otherwise, with any person, organization, entity or other body whatsoever,

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domestic or foreign, carrying on or proposing to carry on any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this corporation.

- (v) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.
- (w) To carry on any other business in connection with the foregoing.
- (x) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance in any of its branches.

3. The location and mailing address of the initial registered office, and the name of the initial registered agent at such address of the corporation is:

Jeff A. Bearden
3420-B Pelham Parkway
Pelham, Alabama 35124

4. The amount of total number of shares authorized to be issued shall be One Thousand (1000) shares, having a par value of One Dollar (\$1.00). The amount of paid-in capital stock with which the corporation shall begin business shall

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be One Thousand Dollars (\$1000.00) divided into One Thousand (1000) shares having a par value of One Dollar (\$1.00) each.

5. The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Post Office Address</u>
Jeff A. Bearden	3420-B Pelham Parkway Pelham, Alabama 35124

6. The name and post office address of the director who shall hold office until the first annual meeting of shareholders and until his successor has been elected and qualified is as follows:

<u>Name of Director</u>	<u>Post Office Address</u>
Jeff A. Bearden	3420-B Pelham Parkway Pelham, Alabama 35124

7. The period for the duration of the corporation shall be perpetual.

8. This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such share.

9. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

10. The Chairman of the Board, the President and Vice-President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation and the Secretary or any

Assistant Secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

11. The corporate powers shall be exercised by the Board of Directors, except otherwise provided by statute or by these Articles of Incorporation. In furtherance and not in limitation of the powers conferred by state, the Board of Directors is hereby expressly authorized:

- (a) to adopt, alter, amend and repeal the By-Laws of the corporation, but By-Laws so made by the directors may be altered or repealed by the directors of shareholders; and,
- (b) 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; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

12. No contract or other transaction between the corporation and one or more of its directors or any other firm, association or corporation or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either:

- (1) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction, by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
- (2) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and

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they authorize, approve or ratify such contract or
transaction by vote or written consent

IN WITNESS WHEREOF, The undersigned incorporator has
hereunto subscribed his name to this Articles of
Incorporation on this the 26th day of August, 1994.


JEFF A. BEARDEN

STATE OF ALABAMA

I, Jim Bennett, 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:

J&G World Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jeff Bearden, 3420 Pelham Pkwy, Pelham, AL 35124 for a period of one hundred twenty days beginning June 21, 1994 and expiring October 20, 1994.



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 21, 1994

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF J&G WORLD ENTERPRISES, 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 J&G WORLD ENTERPRISES, 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.

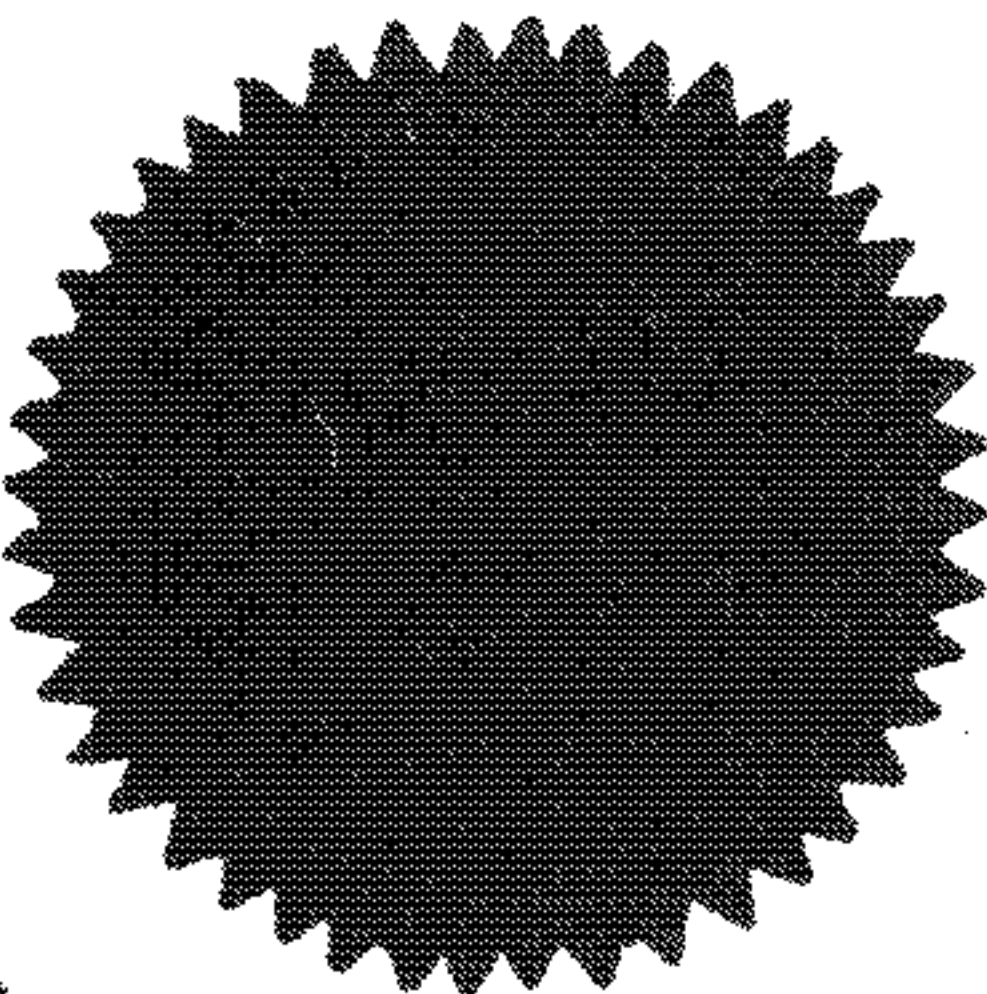
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of J&G WORLD ENTERPRISES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 6 day of

SEPTEMBER, 19 94

Thomas A. Snowden Jr.

Judge of Probate



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