

ARTICLES OF INCORPORATION
OF
CURIO'S TOO, INC.

Pursuant to the provisions of the ALABAMA BUSINESS CORPORATION ACT under §10-2A-1, et. seq., CODE OF ALABAMA, 1975, the undersigned hereby adopts the following ARTICLES OF INCORPORATION:

ARTICLE I

The name of the corporation shall be:

CURIO'S TOO, INC.

ARTICLE II

PURPOSES: The objects and purposes for which the said corporation is formed and the objects to be carried on and promoted by it are as follows:

- (1) The ownership and operation of a retail sales business selling general merchandise, home furnishings and accessories to the general public.
- (2) To have and exercise those corporate powers set out in §10-2A-20, CODE OF ALABAMA, 1975.
- (3) To do any and all things herein set forth as principal, agent, contractor, trustee, or otherwise, alone or in company with others, and to do any and all things necessary or incidental to its protection and benefit and in general to carry on any lawful business necessary or incidental to the attainment of its purposes, whether such business is similar in nature to powers hereinabove set forth or otherwise.
- (4) To carry out the purposes hereinabove set forth in any State, Territory, District or Possession of the United States or in any foreign country.

ARTICLE III

DURATION: The corporation is to have perpetual existence.

ARTICLE IV

REGISTERED OFFICE/AGENT: The name and address of the initial

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SHELBY COUNTY JUDGE OF PROBATE
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Inst # 1994-30700

registered agent and office of the corporation is:

Sheila Parrish
3609 Shandwick Place
Birmingham, AL 35242

ARTICLE V

AUTHORIZED CAPITAL STOCK: The total number of shares of stock which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES, with a par value of One Dollar (\$1.00) per share.

ARTICLE VI

BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors shall be two (2). The names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

Sheila Parrish
3609 Shandwick Place
Birmingham, AL 35242

Michael N. Verciglio
3609 Shandwick Place
Birmingham, AL 35242

ARTICLE VII

OFFICERS: The names and post office addresses for the Officers chosen for the first year are:

PRESIDENT: Sheila Parrish
3609 Shandwick Place
Birmingham, AL 35242

SECRETARY-TREASURER: Michael N. Verciglio
3609 Shandwick Place
Birmingham, AL 35242

ARTICLE VIII

The corporation shall have the power to make bylaws for regulation and government of the corporation, its agents, servants and officers; and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama.

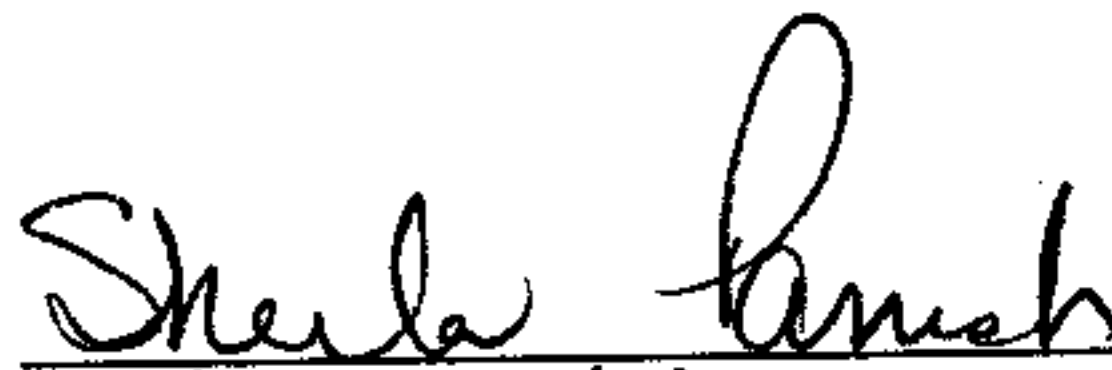
The duties of the OFFICERS of the corporation shall be fixed in the bylaws.

ARTICLE IX

INCORPORATOR: The name and address of the incorporator is:

Sheila Parrish
3609 Shandwick Place
Birmingham, AL 35242

IN WITNESS WHEREOF, the undersigned incorporator has subscribed her name to these ARTICLES OF INCORPORATION on this 6 day of October, 1994.



Sheila Parrish

STATE OF ALABAMA)
JEFFERSON COUNTY)

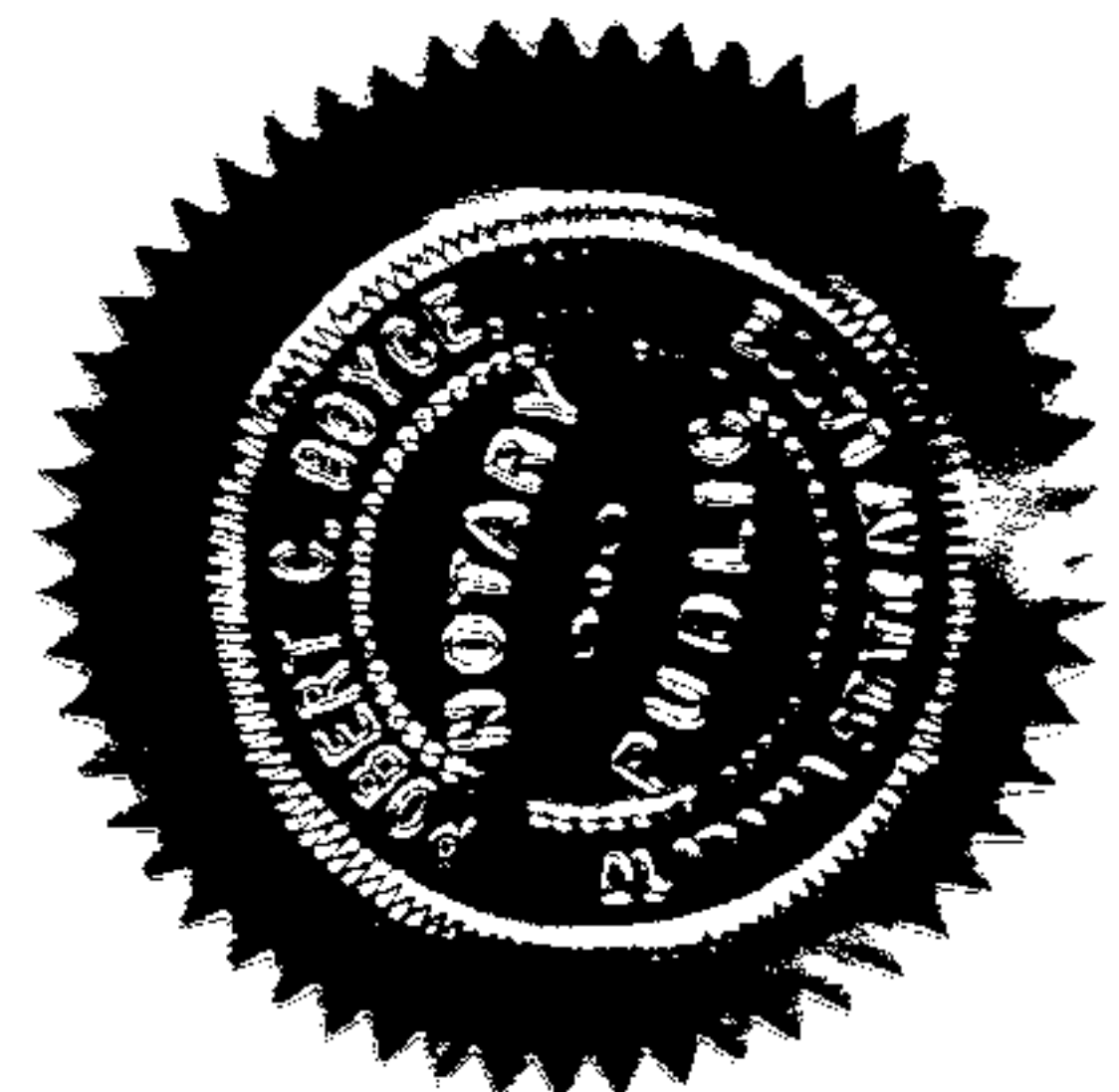
On this 6TH day of October, 1994, before me, a Notary Public in and for said county and state, personally appeared Sheila Parrish, and known to me to be the person described in and who signed the foregoing ARTICLES OF INCORPORATION; she duly acknowledged before me that she signed same as her free act and deed, and for the purposes expressed therein.



NOTARY PUBLIC

PREPARED BY:

ROBERT C. BOYCE, III
Alabama State Bar # BOY003
1736 Oxmoor Road #204
Homewood, AL 35209-4053
879-6900



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:

Curio's Too, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert C Boyce III, 1736 Oxmoor Road #204, Homewood, AL 35209-4053 for a period of one hundred twenty days beginning September 15, 1994 and expiring January 14, 1995.



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.

September 15, 1994

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J'.

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

CURIO'S TOO, 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 CURIO'S TOO, 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 CURIO'S TOO, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 7th day of

OCTOBER, 19 94.



Thomas A. Snowden, Jr.

Judge of Probate

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02:32 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

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