

This Instrument Was Prepared By:
Clayton T. Sweeney, Esq.
2700 Highway 280 East Suite 290E
Birmingham, AL 35223

ARTICLES OF INCORPORATION

OF

HEROES CARDS & COMICS, INC. . . .

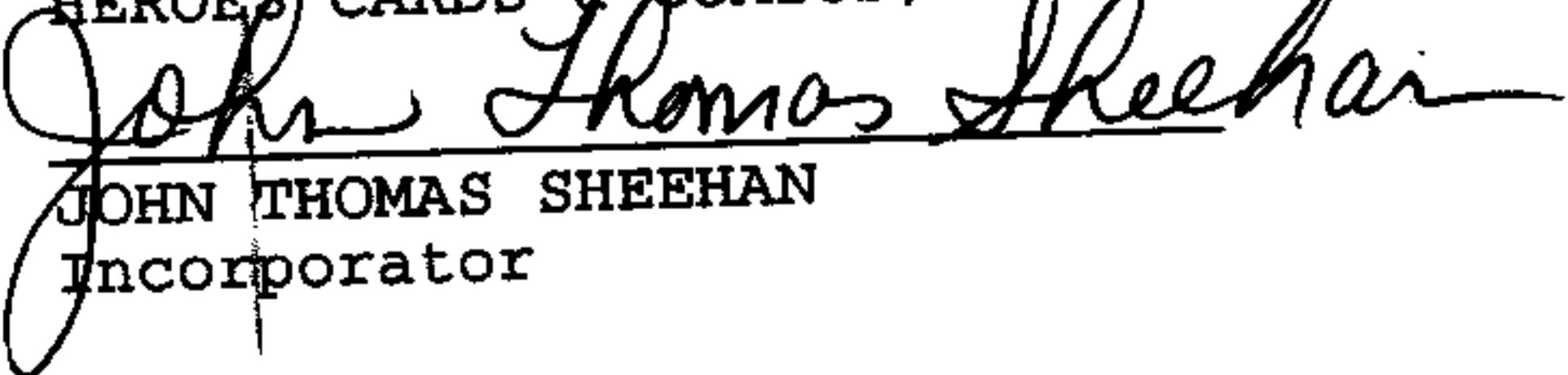
AN ALABAMA CORPORATION

The undersigned, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is: **HEROES CARDS & COMICS, INC.**
2. PERIOD OF DURATION: The period for the duration of the corporation shall be perpetual.
3. PURPOSES: The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.
4. AUTHORIZED SHARES: The aggregate number of shares of stock which the corporation shall have the authority to issue shall be One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.
5. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address is: 1360 HIGHLAND LAKES TRAIL, BIRMINGHAM, ALABAMA 35242; JOHN THOMAS SHEEHAN.
6. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of two (2) persons. The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders of the corporation or until the successor or successors to such director is elected and qualify are: JOHN THOMAS SHEEHAN and ANA D. SHEEHAN, both of 1360 HIGHLAND LAKES TRAIL, BIRMINGHAM, ALABAMA 35242.
7. INCORPORATOR: The name and address of the incorporator is: JOHN THOMAS SHEEHAN, 1360 HIGHLAND LAKES TRAIL, BIRMINGHAM, ALABAMA 35242.

Executed on this the 14th day of April, 1997.

HEROES CARDS & COMICS, INC.


John Thomas Sheehan
JOHN THOMAS SHEEHAN
Incorporator

Inst # 1997-13522

05/01/1997-13522

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SHELBY COUNTY JUDGE OF PROBATE

003 MCD 90.00

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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 10-2B-4.02, 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:

Heroes Cards & Comics, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Clayton Sweeney, 2700 Highway 280 East Suite 290-E, Birmingham, AL 35223 for a period of one hundred twenty days beginning March 12, 1997 and expiring July 11, 1997.



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.

March 12, 1997

Date

Jim Bennett

A handwritten signature in black ink that reads "Jim Bennett".

Secretary of State

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