

ARTICLES OF INCORPORATION
OF
H & D, INC.

KNOW ALL MEN BY THESE PRESENTS that, the undersigned, as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **H & D, Inc.**

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which this corporation is formed are:

- (a) To create, develop and maintain web sites on the internet for entertainment groups; to sell, advertise and market promotional media for entertainment groups.
- (b) To do and engage in any business which a natural person can do.
- (c) To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.
- (d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.
- (e) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.
- (f) To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.
- (g) To borrow and lend money and to give or take security therefor by way of

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mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

(h) 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.

(i) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purposes of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

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

(k) 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, 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; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as the objects and purposes of the corporation 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.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Four Thousand (4,000) of the par value of 25 cents (.25c) per share.

FIFTH: The address of the initial registered office of the corporation is **1406 Shoal Run Trail, Birmingham, AL 35242** and the name of its initial registered agent at such address is **Dylan Harley**.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three (3) and 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 is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Harley	480 Bent Tree Acres Birmingham, AL 35242
Dylan Harley	1406 Shoal Run Trail Birmingham, AL 35242
Matthew Davis	1820 Tecumseh Trail Pelham, AL 35124

SEVENTH: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Dylan Harley	1406 Shoal Run Trail Birmingham, AL 35242
Matthew Davis	1820 Tecumseh Trail Pelham, AL 35124

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation on this the 15 day of February, 2000.



DYLAN HARLEY



MATTHEW DAVIS

This instrument was prepared by:

Jim Pino, Esq.

JIM PINO & ASSOCIATES, P.C.

3156 Pelham Parkway, Suite II

Pelham, Alabama 35124

Telephone: 205/663-1581

VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
H & D, Inc.

STATE OF ALABAMA:

COUNTY OF SHELBY:

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared **DYLAN HARLEY**, who, being by me first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of **H & D, Inc.**, a proposed corporation, to receive subscriptions to the capital stock of said corporation.

That, as shown by the subscription list attached hereto and marked as Exhibit "A", the amount of capital stock paid in is One Thousand and No/100 Dollars (\$1,000.00).

That the said Dylan Harley, has been paid in cash and/or contributions to the capital assets to affiant as such agent for the said incorporators and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.



DYLAN HARLEY

Sworn to and subscribed before me on this 15 day of February, 2000.



Kitty C. Whitworth
Notary Public

MY COMMISSION EXPIRES SEPT. 29, 2001

EXHIBIT "A"

SUBSCRIPTION LIST TO CAPITAL STOCK OF
H & D, Inc.

STATE OF ALABAMA :

COUNTY OF SHELBY :

I, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite my respective name, said stock to be issued by an Alabama corporation to be styled "**H & D, Inc.**" and with its initial principal office to be located in Shelby County, Alabama, it being further understood and agreed by me that the said stock will be paid for by the undersigned, incorporator of said Alabama corporation upon the formation of the same.

Common stock is 25 cents (.25c) per share.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
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DYLAN HARLEY	2,000	\$ 500
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MATTHEW DAVIS	2,000	\$ 500
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Done this the 15 day of February, 2000.



DYLAN HARLEY



MATTHEW DAVIS

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:

H&D, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jim Pino, 3156 Pelham Pkwy Ste II, Pelham, AL 35124 for a period of one hundred twenty days beginning February 9, 2000 and expiring June 9, 2000.

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.



February 9, 2000

Date

Jim Bennett

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

Secretary of State

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