

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF ORGANIZATION
OF
Kids Wear Plus, L.L.C.

I, the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is Kids Wear Plus, L.L.C.

2. The term of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue indefinitely, provided, however, that the Limited Liability Company shall terminate and dissolve (a) upon the death of the sole Member, or (b) termination by the Member in her sole discretion.

3. The purpose for which this Limited Liability Company is organized is:

To operate a consignment sales business, and to otherwise transact any or all lawful business for which Limited Liability Companies may be organized under the Alabama Limited Liability Company Act.

4. The location and mailing address of the initial registered office shall be 134 Katy Circle, Birmingham, Alabama 35242, and the name of the initial registered agent at that address shall be Karen L. Eddins.

5. The name and mailing address of the Member in the Limited Liability Company is as follows:

Karen L. Eddins

134 Katy Circle
Birmingham, Alabama 35242

6. The Member of the Limited Liability Company shall have the right to admit additional members in said Member's discretion.

7. The Limited Liability Company shall be managed by its Member.

IN WITNESS WHEREOF, the undersigned has affixed his hand and seal on this
the 14th day of September, 2003.


Karen L. Eddins