

ARTICLES OF INCORPORATION
OF
IT'S ... TOO COOL! INC.

To: The Honorable Judge of Probate
Shelby County, Alabama

The undersigned, acting as incorporator, desiring to form a corporation in the State of Alabama, does hereby adopt these Articles of Incorporation under the Alabama Business Corporation Act.

ARTICLE I
NAME

The name of the corporation shall be and is:

It's...Too Cool! Inc.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSES

The objects for which this corporation is formed and the powers it shall exercise are as follows:

- (a) To own and operate a retail store selling clothing and accessories;
- (b) To purchase, rent, lease, mortgage, sell, hold, cultivate and otherwise acquire, maintain, and dispose of real estate and personal property of any kind or character situated or located

in Shelby County, Alabama, or any other County of the State of Alabama, or any State in the United States;

(c) To buy and sell accounts and mortgages;

(d) To purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of; trade, deal in and deal with goods, wares and merchandise and personal property of every kind and description; to acquire and pay for in cash, stocks or bonds of this corporation or otherwise, the good will, rights, assets and property; to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

(e) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof;

(g) To borrow or raise monies for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds and evidences of indebtedness, and to secure the payment of any principal thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time

owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

(h) To loan to any person, firm or corporation any of its surplus funds, either with or without security;

(i) To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

(j) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.

(k) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Alabama upon corporations formed under the Alabama Business Corporation Act, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall be, except where otherwise expressed, in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE IV AUTHORIZED CAPITAL STOCK

The total number of shares of stock which the corporation shall have the authority to issue is One Thousand (1,000) shares of the par value of One Cent (\$.01) per share, all of which shall be common stock having non-cumulative voting rights, amounting in the aggregate to Ten Dollars (\$10).

ARTICLE V
REGISTERED OFFICE/AGENT

The initial registered office of the corporation shall be at **100 Cambrian Way, Birmingham, AL 35242**, but the Board of Directors may, at any time, and from time to time, change the location of such registered office.

The initial registered agent designated by the incorporator at such address is **Natalie Waudby**.

ARTICLE VI
BOARD OF DIRECTORS

Initially there shall be one Director, but the number of Directors may be changed from time to time as provided by the By-laws. The name and address of the Director chosen for the first year is:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| Natalie Waudby | 100 Cambrian Way Birmingham, Alabama 35242 |

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| Natalie Waudby | 100 Cambrian Way Birmingham, Alabama 35242 |

ARTICLE VIII
SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE VIII
POWERS OF BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the By-laws of the corporation;

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or By-laws of the corporation, and subject to the Alabama Business Corporation Act, shall have and may exercise the powers of the Board of Directors in the management of business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, that By-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of two-thirds of the stock issued and outstanding having voting power given at a shareholders meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of two-thirds of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of

money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporator has hereunto subscribed his name, this 1st
day of April, 2004.

Natalie Waudby (SEAL)
NATALIE WAUDBY

THIS DOCUMENT PREPARED BY:
Glenn E. Estess, Jr., Esq.
Wallace, Jordan, Ratliff & Brandt, L.L.C.
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Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

It's...Too Cool! Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Pamela Amos, PO Box 530910, Birmingham, AL 35253 for a period of one hundred twenty days beginning March 19, 2004 and expiring July 18, 2004.



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 19, 2004

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley'.

Nancy L. Worley

Secretary of State