

STATE OF ALABAMA

§

§ ss.

SHELBY COUNTY

§

## ARTICLES OF INCORPORATION

OF

### ALL SPACED OUT, INC.

KNOW ALL PERSONS BY THESE PRESENTS,

That I, Kimberly M. Sumpter, the undersigned incorporator, for the purpose of forming a business corporation pursuant to the provisions of title 10, chapter 2B, *Code of Alabama* (1975), as in effect from time to time ("Alabama Business Corporation Act"), do hereby adopt these articles of incorporation, the same to constitute a charter for carrying on the business hereinafter specified.

#### SECTION 1. NAME OF CORPORATION

The name of the corporation shall be All Spaced Out, Inc.

#### SECTION 2. PURPOSES

The nature of the business and the purposes for which the corporation is formed shall be as follows:

##### SECTION 2.1 Specific Purpose

To provide organizational services to customers and to sell various goods to assist customers in organization of home and office properties.

##### SECTION 2.2 General Purposes

SECTION 2.2.1 To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid business.

SECTION 2.2.2 To guarantee, act as surety for, endorse, and act as accommodation maker for any debt of the shareholders of the corporation, subsidiaries of the corporation (regardless of the percentage of ownership held by the corporation), corporations the stock of which is owned by a shareholder of the corporation (regardless of the percentage of ownership held by such shareholder), and any other persons, regardless of the presence or adequacy of the consideration to be received by the corporation for so doing or the presence or adequacy of any direct or indirect benefit to

the corporation, upon a vote of a majority of the board of directors of the corporation. "Debt" includes liquidated and unliquidated amounts, amounts arising *ex contractu* and *ex delicto*, and amounts fixed or contingent and matured or unmatured, whether new, pre-existing, renewed, or extended, regardless of the terms thereof.

### SECTION 3. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be 9340 Helena Road, Suite F-195, Birmingham, Alabama 35244, and the initial registered agent at such address shall be Kimberly M. Sumpter.

### SECTION 4. DURATION

The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

### SECTION 5. SHARES

The corporation shall be authorized to issue 100 common shares having a par value of \$0.01 each.

### SECTION 6. INCORPORATOR

The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kimberly M. Sumpter	9340 Helena Road, Suite F-195 Birmingham, AL 35244

### SECTION 7. DIRECTOR

The initial board of directors shall consist of one director, and such number thereafter as may be fixed by the bylaws. The name and address of the person who is to serve as director until the first meeting of the shareholders, or until her successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kimberly M. Sumpter	9340 Helena Road, Suite F-195 Birmingham, AL 35244

**SECTION 8. VOTING**

At any meeting of the shareholders of the corporation, a shareholder of record shall be entitled to one vote for each share standing in his or her name. Shares may be voted by the shareholders either in person or by proxy.

**SECTION 9. PREEMPTIVE RIGHTS**

Each shareholder shall have a preemptive right to purchase additional or treasury shares of the corporation under section 10-2B-6.30 of the Alabama Business Corporation Act.

**SECTION 10. MANAGEMENT**

The business and affairs of the corporation shall be managed and conducted in accordance with the bylaws of the corporation.

**SECTION 11. SHARES NONASSESSABLE**

The shares of the corporation, when fully paid for in accordance with the subscription therefor, shall be fully paid and nonassessable; and in no case shall any shareholder be liable other than for the unpaid shares subscribed for by her.

**SECTION 12. LIEN ON SHARES**

The corporation shall have a lien on the shares of a shareholder for any debt or liability owed to it by her before a notice of transfer or levy on such shares is received by the corporation. The corporation shall have such rights with respect to this lien as are conferred by the laws of the State of Alabama.

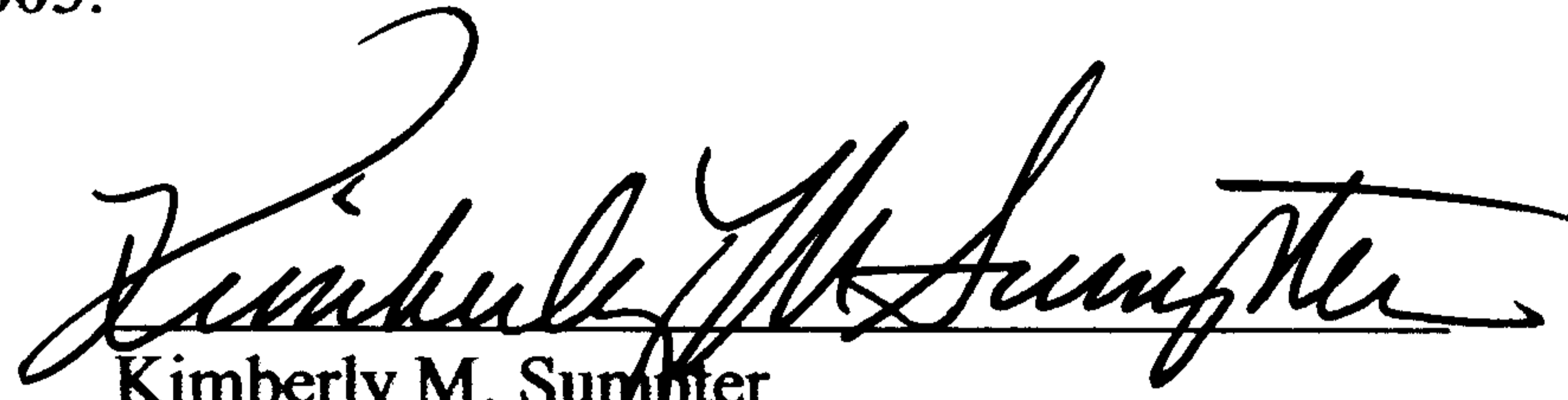
**SECTION 13. AMENDMENTS**

The corporation reserves the right to amend or repeal any provision of these articles of incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the corporation are granted subject to this reservation.



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Shelby Cnty Judge of Probate, AL  
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IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on  
this the 22 day of June, 2005.

  
Kimberly M. Sumpter

THIS INSTRUMENT PREPARED BY:

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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:

**All Spaced Out, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Wendy Pinner, PO Box 3206, Tuscaloosa, AL 35403 for a period of one hundred twenty days beginning June 16, 2005 and expiring October 15, 2005.

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.

June 16, 2005

Date

Nancy L. Worley

Secretary of State

