

**ARTICLES OF INCORPORATION
OF
COAT & TAIL, INC.**

The undersigned, in order to form a corporation under the Alabama Business Corporation Act, **Ala. Code § 10-2B-1.01**, et seq. (the "Act"), adopt the following Articles of Incorporation:

ARTICLE 1

Name

The name of the Corporation is: **COAT & TAIL, INC.**

ARTICLE 2

The period of duration of the Corporation is perpetual.

ARTICLE 3

Purposes and Powers

Section 3.01. Purposes. The Corporation's purposes are:

(a) TO ENGAGE IN THE GROOMING AND STYLING OF DOGS AND OTHER PETS. To conduct the business of grooming and styling pets; clipping and treating nails; and to provide any similar services intended to enhance the appearance and hygiene of dogs and other pets.

To assign, manufacture, buy and sell, import and export, and generally deal in all types of animal grooming preparations and accessories, including without limitation, shampoos, soaps, lotions, nail polish, powders, brushes of all kinds, collars, beds, and other articles of any kind to enhance the appearance, hygiene and comfort of dogs and other pets.

(b) ANCILLARY PURPOSES. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, including the transaction of any and all lawful business for which corporations may be incorporated under the Act.

Section 3.02 Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall have and exercise the following powers:

(a) STATUTORY POWERS. To have and exercise all the powers specified in the Act.

(b) AGENCY. To act as agent or representative for any domestic or foreign corporations, associations, partnerships, individuals, or other entities.

(c) DEALING IN REAL PROPERTY. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character, and description whatsoever or any interest therein.

(d) DEALING IN PERSONAL PROPERTY, GENERALLY. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, manage, operate, mortgage, pledge, give as security, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property, tangible or intangible, and commodities of every kind, character, and description whatsoever or any interest in them.

(e) DEALING IN SECURITIES, GENERALLY. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise deal in and dispose of shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, individuals, or other entities, including direct or indirect obligations or other securities of the United States or of any other government, state, territory, government district or municipality or of any instrumentality of them.

(f) DEALING IN ITS OWN SHARES. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation in the manner and to the extent permitted by the Act and these Articles of Incorporation, but not to purchase or make payment for its own shares at a time when the Corporation is, or such purchase or payment would render it, unable to pay its debts as they become due in the usual course of its business.

(g) DEALING IN CHARTERS, LICENSES, AND MEMBERSHIPS. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits (whether indeterminate or otherwise) certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations.

(h) DEALING IN INVENTIONS, COPYRIGHTS, AND TRADEMARKS. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications for them, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications for them, and trade names and applications for them.

(i) DEALING IN GOOD WILL. To acquire (by purchase, exchange, lease, hire, or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property, and business of any domestic or foreign corporations, associations, partnerships, individuals, or other entities.

(j) ENTRY INTO PROFIT-SHARING ARRANGEMENTS AND PARTNERSHIPS. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic or foreign corporations, associations, partnerships, individuals, or other entities, and to enter into any general or limited partnership.

(k) CONTRACTS. To enter into, perform, terminate, and rescind contracts and other agreements.

(l) GUARANTIES. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals, or other entities.

(m) BORROWING FUNDS. To borrow or raise moneys from time to time, without limit as to amount; to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and performance of the obligations thereunder by mortgage on, pledge of, or other security interest in the whole or any part of the assets of the Corporation, whether at the time owned or afterward acquired.

(n) LOANS OF FUNDS, GENERALLY. To lend money for its corporate purposes, invest and reinvest its funds from time to time, and take and hold any property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

(o) LOANS TO EMPLOYEES. To lend money to its employees, other than its officers and directors, and otherwise assist its employees, officers, and directors; but to make no loans secured by the shares of the Corporation.

(p) DONATIONS. To make donations for the public welfare or for charitable, scientific, or educational purposes; and in time of war or make donations in aid of war activities.

(q) INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES. To indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the Corporation, or of any corporation which he served in such capacity at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of the action, suit, or proceeding, or in connection with any appeal in it, and to reimburse any such person any amount paid upon any judgment or the reasonable costs of settlement of any such action, suit, or proceedings; but to make no indemnification or reimbursement in relation to matters as to which it shall be finally adjudged in this action, suit, or proceeding that the director, officer, or employee is liable for gross negligence or willful misconduct in the performance of duty to the Corporation.

(r) ANCILLARY POWERS. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Section 3.03. Construction of Powers. Each of the foregoing clauses of Section 3.02 of this Article shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 3.04. Carrying Out of Purposes and Exercise of Powers in Any Jurisdiction. The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district, or possession of the United States, or foreign country.

ARTICLE 4


Authorized Shares

Section 4.01. Number. The aggregate number of shares that the Corporation shall have authority to issue is 25,000 shares of Capital Stock with par value of \$1.00 per share.

ARTICLE 5

Preemptive Rights

Section 5.01. Rights of Holders of Common Stock. The Holders from time to time of the Common Stock shall have only the preemptive rights set forth in this Article to acquire on such equitable terms and conditions (including pragmatic adjustments to avoid the issue of fractional shares) as shall be fixed by the Board of Directors, such of the shares of the Common Stock or stock or securities convertible into, or carrying options or warrants to acquire, shares of Common Stock ("Convertibles") (i) as may be authorized from time to time in addition to the 25,000 shares of Common Stock authorized by the original Articles of Incorporation, or (ii) as may be held in the treasury from time to time, whether derived from the original 25,000 shares of Common Stock or from other shares. The Corporation may issue warrants evidencing preemptive rights that may be transferable or nontransferable and expire after 20 days.


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ARTICLE 6

Provisions for Regulation of The Internal Affairs of the Corporation

Section 6.01. Bylaws. The initial Bylaws shall be adopted by the shareholders. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the shareholders. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

Section 6.02. Transactions in Which Directors Have an Interest. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 6.03. Indemnification and Related Matters. The Corporation shall indemnify any person made a party to any action, suit or proceedings, whether civil or criminal, by reason of the fact that he, his testator, or intestate, is or was a director, officer, or employee of the Corporation, or of any corporation which he served in such capacity at the request of the Corporation, against the reasonable expense, including attorney's fees, actually and reasonably incurred by him in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it. The right of indemnification shall not apply: to any action, suit, or proceeding under the Securities Act of 1933 except payment of expenses incurred in the successful defense of this action, suit, or proceeding; in relation to matters as to which the director, officer, or employee shall be adjudged in the action, suit, or proceeding to be liable for negligence of misconduct in the performance of duty to the Corporation or to the corporation of which he was a director, officer, or employee; or in relation to matters in any such action, suit, or proceeding that are settled or compromised. The right to indemnification conferred by this section shall not restrict the power of the Corporation to make any indemnification permitted by law.


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Section 6.04. Limitation of Liability. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director, officer or employee of the Corporation in good faith, if this person:

(a) RELIANCE UPON FINANCIAL INFORMATION. Relied upon financial statements of the Corporation represented to him to be correct by the President or the officer of the Corporation having charge of its books of account or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation; or considered the assets to be of their book value; or

(b) RELIANCE UPON COUNSEL. Relied upon the advice of legal counsel for the Corporation.

Section 6.05. Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, Directors may be removed in the manner provided in this section. The entire Board of Directors may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors. No one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors. No Director shall be entitled to receive notice of or a hearing with respect to his removal.

ARTICLE 7

Address of Initial Registered Office and
Name of Initial Registered Agent

Section 7.01. Registered Office. The address of the registered office of the Corporation is: 3739 Crossings Crest
Hoover, AL 35242

Section 7.02. Registered Agent. The name of its initial registered agent at such address is: JUDITH A. SUMNER

ARTICLE 8

Data Respecting Directors

Section 8.01. Initial Board of Directors. The initial Board of Directors shall consist of one member who need not be a resident of the State of Alabama.

Section 8.02. Name and Address: The name and address of the person who is to serve as Director until the first annual meeting of shareholders and until her successor shall have been elected and qualified, is:

<u>Name</u>	<u>Address</u>
JUDITH A. SUMNER	3739 Crossings Crest Hoover, AL 35242

Section 8.03 Increase or Decrease of Directors. The number of Directors may be increased from time to time in the manner provided in the Bylaws; but no decrease shall have the effect of shortening the term of any incumbent director.

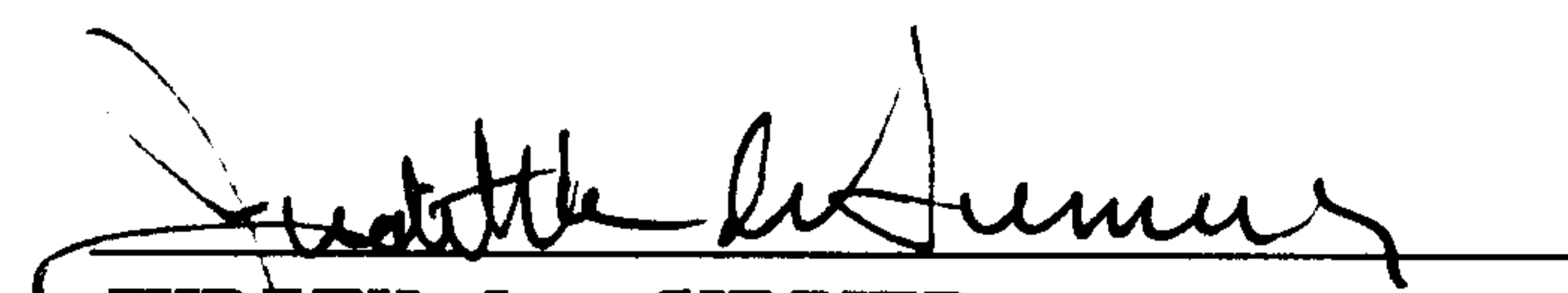
ARTICLE 9

Data Respecting Incorporator

Section 9.01 The name and address of the Incorporator is:


<u>Name</u>	<u>Address</u>
JUDITH A. SUMNER	3739 Crossings Crest Hoover, AL 35242

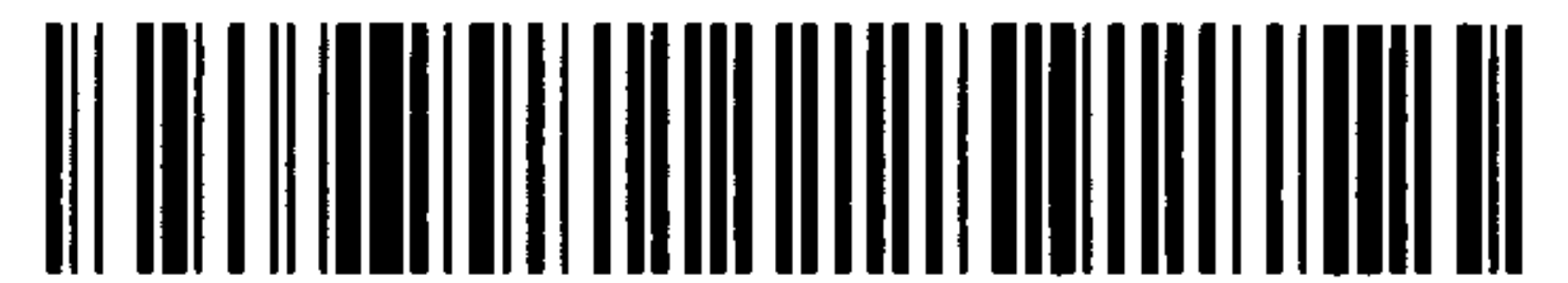
SIGNED this 26 day of January, 2006.


JUDITH A. SUMNER
Incorporator

THIS INSTRUMENT PREPARED BY:

Robert O. Driggers
Attorney At Law
2820 Columbiana Road
Birmingham, AL 35216


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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:

Coat & Tail, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert O Driggers, 2820 Columbiana Road, Birmingham, AL 35216 for a period of one hundred twenty days beginning January 23, 2006 and expiring May 24, 2006.



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.

January 23, 2006

Date

Nancy L. Worley

Secretary of State