

PROBATE COURT OF JEFFERSON COUNTY, ALABAMA

ARTICLES OF INCORPORATION OF
CAHABA TOYS, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be Cahaba Toys, Inc.

ARTICLE II

Duration

The period of its duration shall be perpetual.

ARTICLE III

Purposes

The objects or purposes for which the corporation is organized are:

1. To engage in, conduct, maintain and operate the business of a specialty toy store and any attendant activity thereto.
2. To acquire by purchase, exchange or otherwise all or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any lawful business for which corporations may be incorporated under the laws of the State of Alabama; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part of any business thus acquired.
3. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government subdivision or body politic.
4. To carry on its operations and conduct business in any state, the District of Columbia and in any territory, dependency or possession of the United States and in any foreign country.
5. To raise or borrow money without limit as to the amount; to sell, grant, security interest in, pledge and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, discount, execute and issue bonds, debentures, promissory notes, drafts and other obligations of any nature for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation; and to secure the principal thereof and the interest thereon by mortgage upon or creation of security interest in, or pledge of, or conveyance of

assignment in trust of, the whole or any part of the property, real or personal, of this corporation.

6. To acquire by purchase, exchange, lease or otherwise, and to own, improve, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, grant security interest in, pledge or otherwise dispose of or deal in and with, real and personal property of every kind, class or description.

7. To subscribe for, purchase, acquire, hold, grant security interests in, pledge, sell, exchange or otherwise dispose of, securities (which terms includes, without limitation of generalities thereof, any shares of stock, bonds, debentures, notes, mortgages or other evidences of indebtedness or equity interest, issued or created by any persons, firms, association, corporations or governments or subdivisions thereof, and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same); to make payment therefor in any legal manner; and to exercise any and all rights, powers and privileges of ownership in respect thereof to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or here after provided by the laws of the State of Alabama.

8. To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing of profits, with any corporation, association, partnership, entity, person or governmental, municipal or public authority, domestic or foreign, in carrying on of any business in which this corporation is authorized to engage or any business or transaction deemed necessary, convenient or incidental to carry out any of the purposes of this corporation.

9. To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do, as principal, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association, corporation or other entity of whatsoever kind and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under the laws that may now or hereafter applicable or available to this corporation and to transact any or all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of business and the conduct of the affairs of the corporation, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance as an insuror or underwriter of risks.

ARTICLE IV
Registered Office and Registered Agent

The location of the initial registered office of the corporation in the State of Alabama shall be 106 Acorn Circle, in the City of Alabaster, County of Shelby, State of Alabama, zip code 35007 and the name of its initial registered agent at such address is Michael McCollum.

ARTICLE V
Capital Stock

The corporation has authority to issue not more than one-thousand (1000) shares that together have unlimited voting rights and that together are entitled to receive the assets of the corporation upon dissolution.

The aggregate authorized capital stock shall be Three Thousand Dollars (\$3000.00) divided into three thousand (3000) shares of common stock with a par value of One-Dollar (\$1.00) per share. All such capital stock shall be none assessable.

ARTICLE VI
Officers and Directors

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the name and address of the person who is to serve as director and officer for the first year or until his successor is duly elected and qualified is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
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ARTICLE VII
Incorporators and Shares

The name and address of the incorporators and the number of shares subscribed for by each of them is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Michael McCollum	106 Acorn Circle Alabaster, AL 35007	1000
Melissa McCollum	106 Acorn Circle Alabaster, AL 35007	1000
Ralph T. McCollum	205 Monticello Dr. Scottsboro, AL 35768	1000


ARTICLE VIII
By-Laws and Management

The corporation shall have power to make By-laws for the government of the affairs of the corporation, as directors, officers and agents and for all other purposes not inconsistent with the certificate of incorporation or the laws of the State of Alabama. The initial By-laws of the corporation shall be adopted by the stockholders. The management and control of said corporation is hereby vested in its Board of Directors who are authorized to do and perform all acts incidental to the management of said corporation and who shall meet at least once a year as prescribed by the By-laws of the corporation.

ARTICLE IX
Stock Preemption

Before the holder of any share of stock in the corporation shall offer same for sale to any other party, he or she shall first offer same for sale to the corporation by offer in writing setting forth the price for which same is offered and the corporation shall have thirty (30) days following receipt of such offer with which to tender the price at which the stock is offered. Upon failure of the corporation to tender such amount within said time, the holder thereof shall thereupon offer his shares equally to the stock holders indicating a desire to purchase said stock and the shareholder shall have thirty (30) additional days following receipt of such offer within which to tender the price at which the stock is offered. Upon failure of the corporation or the stockholders to tender such amount within the prescribed periods, the holder shall thereupon be free to sell the stock to another party, but not at any price less than at which offered to the corporation and the stockholders without first again offering the stock to the corporation at such reduced price for an additional thirty (30) days.


IN WITNESS WHEREOF, the foregoing is executed by the undersigned on the
7 day of May, 2007.


Michael McCollum

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, ASA JORDAN, a notary public in and for said County, in said State, hereby certify that Michael McCollum, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

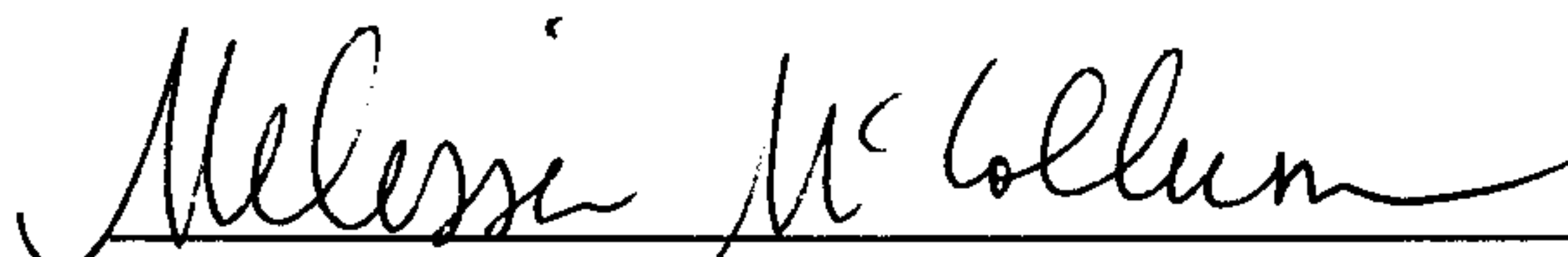
Given under my hand and official seal this 7 day of MAY, 2007.



(SEAL)

Notary Public

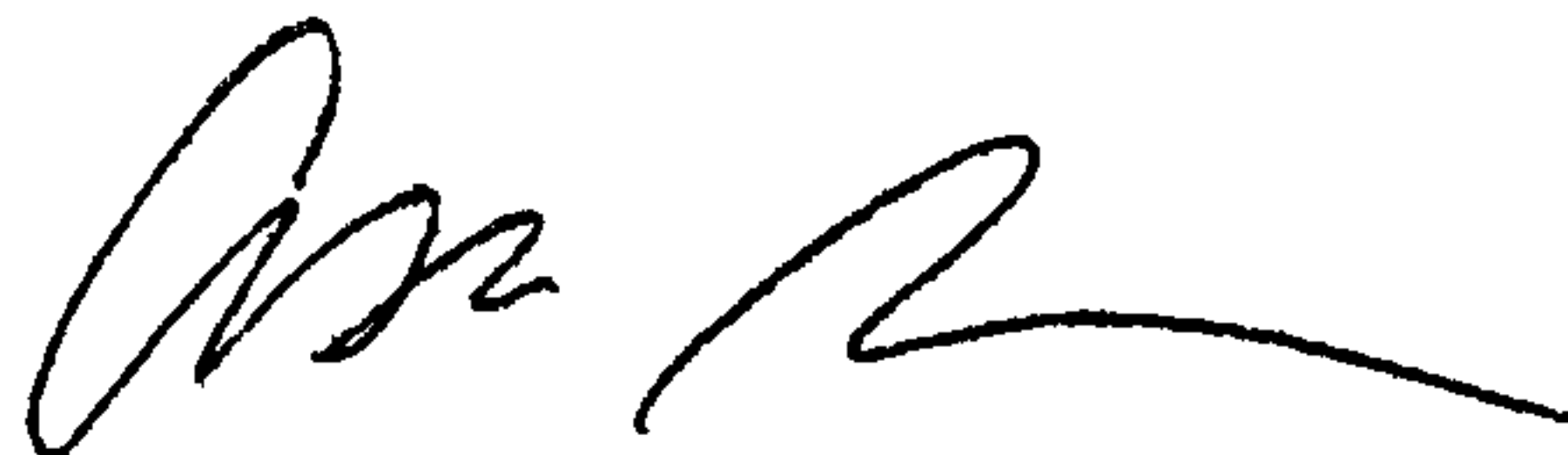
My Commission Expires: 1/27/11


Melissa McCollum

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, ASA JORDAN, a notary public in and for said County, in said State, hereby certify that Melissa McCollum, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 7 day of MAY, 2007.



(SEAL)

Notary Public


My Commission Expires: 1/27/11


Ralph T. McCollum

STATE OF ALABAMA)
)
JACKSON COUNTY)

I, Jerry Lank, a notary public in and for said County, in said State, hereby certify that Ralph T. McCollum, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 3 day of May, 2007.


Notary Public
My Commission Expires: 9-2-09

(SEAL)

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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:

Cahaba Toys, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Michael McCollum, 180 Main St Ste 112, Hoover, AL 35244 for a period of one hundred twenty days beginning January 29, 2007 and expiring May 30, 2007.

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 29, 2007

Date

Beth Chapman

Beth Chapman

Secretary of State

