

STATE OF ALABAMA
SHELBY COUNTY

**ARTICLES OF INCORPORATION
OF
ASTROBRAIN COMICS, INC.**

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE: The name of the corporation is ASTROBRAIN COMICS, INC.

ARTICLE TWO: The aggregate number of shares, which the corporation shall have authority to issue, is 2,000. The amount of the total authorized capital shall be Two Thousand and no/100 Dollars (\$2,000) divided into 2,000 shares of the par value of \$1.00 each. The amount of the capital stock with which the corporation will begin business shall be Two Thousand and no/100 Dollars (\$2,000).

ARTICLE THREE: The address of the initial registered office of the corporation is 1934 Highway 31, South, Pelham, AL 35124, and the name of its initial registered agent at such address is Steven R. Higginbotham.

ARTICLE FOUR: The incorporators of the corporation are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Steven R. Higginbotham	1934 Highway 31, South Pelham, AL 35124	1,000
Bonnie J. Higginbotham	1934 Highway 31, South Pelham, AL 35124	1,000
TOTAL SHARES		<u>2,000</u>

ARTICLE FIVE: The number of directors, constituting the initial Board of Directors of the Corporation, is two, and the names and addresses of the persons, who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
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Steven R. Higginbotham 1934 Highway 31, South, Pelham, AL 35124
Bonnie J. Higginbotham 1934 Highway 31, South, Pelham, AL 35124

The name and address of each shareholder is:

<u>Name</u>	<u>Address</u>
Steven R. Higginbotham	1934 Highway 31, South, Pelham, AL 35124
Bonnie J. Higginbotham	1934 Highway 31, South, Pelham, AL 35124

All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than 30 persons.

ARTICLE SIX: The purpose or purposes for which the corporation is organized are:

- (A) To own and operate a retail comic book sales business and to do all acts incidental thereto and in furtherance thereof.
- (B) To buy and sell materials and services of all kinds as it may seem fit either upon its own account, or for a commission or other compensation, and for cash, or upon credit, and to own and operate motor vehicles, and to own and hold stock and bonds in other corporation as it may desire.
- (C) To own and operate any and all kinds of vehicles as may be necessary or convenient in the conduct of a general business as is set forth in the preceding section.
- (D) The corporation desires to do business in any and all of the counties and municipalities of Alabama, and also such other States of the United States as it may desire.
- (E) To acquire, hold, sell, lease, manufacture, rent, buy or otherwise acquire and dispose of supplies, both new and used, parts or accessories or other merchandise necessary for the conduct of the general purpose of the business, or, if convenient or desirable, whether necessary or otherwise, to acquire, hold, own and operate, rent, lease, improve, assign, and sell real estate and personal property of every type and description, to lend money, and do all things necessary and incidental to the successful conduct of the business aforesaid, and generally to do and perform and enjoy the powers conferred by the State of Alabama, and to engage in and transact any and all and every kind of legitimate business not interdicted by the laws of the State of Alabama and the United States of America, and

to undertake, assume or guarantee in whole or in part the obligations or liabilities of any person, firm, association, or corporation.

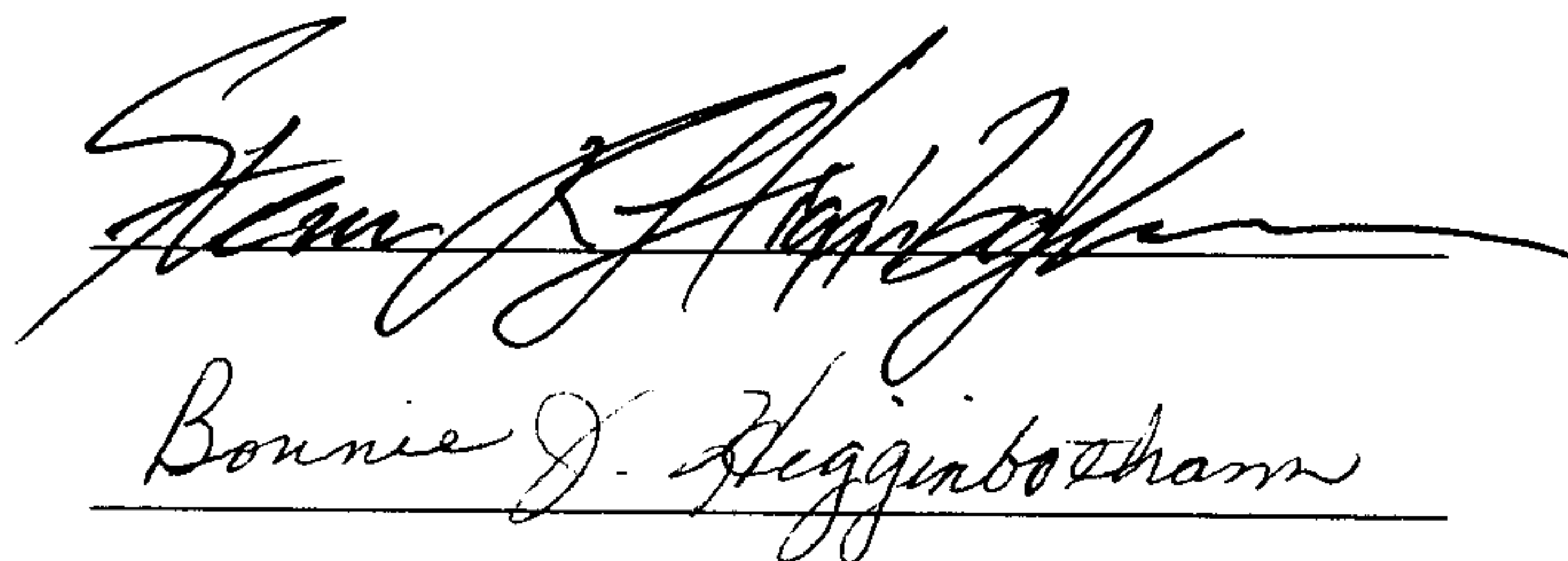
- (F) To buy, sell, improve, lease, or otherwise acquire, improve and dispose of real property of every kind and description.
- (G) To do any and all acts or business for which the corporation may be incorporated under the Alabama Business Corporation Act.

ARTICLE SEVEN: The period of its duration is perpetual.

ARTICLE EIGHT- By-Laws: The conduct of the business and the affairs of the corporation shall be governed and regulated by its By-Laws. The shareholders reserve the right to adopt the initial By-Laws of the Corporation. The Board of Directors is expressly authorized to alter, amend, or repeal the By-Laws of the corporation, without any action on the part of the shareholders; but the By-Laws so altered, amended or repealed by the directors and the powers so conferred may be altered, amended or repealed by the shareholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration, amendment, or repeal by the shareholders be included in the notice of such special meeting of the shareholders.

ARTICLE NINE-Management: The management of the business of the corporation shall be vested in the Board of Directors, who, in addition to the powers and authorities granted by the By-Laws, the Statutes of Alabama, or otherwise expressly conferred upon them, are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation which are not by Statute or the By-Laws of the corporation directed or required to be exercised or done by the shareholders, or by the corporation in a general meeting; subject, however, to the provisions of the Code of Alabama, these Articles of Incorporation, the By-Laws of the corporation and to any resolution from time to time made by the corporation in a general meeting, provided that no resolution or By-Laws so made shall invalidate any prior act of the Directors which would have been valid if such By-Laws had not been made or if such resolution had not been adopted.

Dated JUNE 1, 2008.


Bonnie J. Hugginbotham

STATE OF ALABAMA
SHELBY COUNTY

Before me, Kenny Joe Ausman, a notary public, state at large, in and for said county and state, appeared Steven R. Higginbotham and Bonnie J. Higginbotham who are known to me, and who, upon being duly sworn by me, acknowledged that, being informed of the contents of the within instrument they signed the same voluntarily on the day the same bears date.

Dated JUNE 1, 2008.

KJO
NOTARY PUBLIC
My commission expires: 12/27/2009

PREPARED IN THE OFFICES OF:
AUSMAN, KEYES & KEYES, P.C.
Attorneys at Law
720 North 18th Street
Pelham, AL 35020
(205) 428-5877



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Shelby Cnty Judge of Probate, AL
06/04/2008 12:49:35PM FILED/CERT

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:

Astrobrain Comics, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Joe Ausman, 1925 26th Ave N, Hueytown, AL 35023 for a period of one hundred twenty days beginning April 2, 2008 and expiring August 1, 2008.

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.

April 2, 2008

Date

Beth Chapman

Beth Chapman

Secretary of State

