

**CERTIFICATE OF FORMATION
OF
GIGGLES & GRACE, LLC**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Law"), the undersigned does hereby sign and adopt this Certificate of Formation, and, upon filing for record of this Certificate of Formation in the office of the Judge of Probate of Shelby County, Alabama, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article I hereof, shall commence.

**ARTICLE I
NAME**

The name of the Company shall be Giggles & Grace, LLC.

**ARTICLE II
TYPE OF ENTITY**

The Company shall be formed as a limited liability company.

**ARTICLE III
PERIOD OF DURATION**

The duration of the Company shall be perpetual.

**ARTICLE IV
PURPOSES, OBJECTS AND POWERS**

4.1 Without limiting the scope and generality of the purposes, objects and powers of the Company granted by the Law, the Company shall have the power to:

(a) engage in the business of teaching dance lessons and to engage in all other activities related or incidental thereto; and

(b) engage in any lawful business, act or activity for which a company may be organized under the Law, it being the purpose and intent of this Article III to invest the Company with the broadest purposes, objects and powers lawfully permitted a company formed under the Law.

4.2 All words, phrases and provisions appearing in this Article III are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

5.1 The location and mailing address of the initial registered office of the Company shall be 1092 Springfield Drive, Chelsea, Alabama 35043.

5.2 The initial registered agent at such address shall be Katy H. Hall.

ARTICLE VI
ORGANIZER

The name and mailing address of the Organizer is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Katy H. Hall	1092 Springfield Drive Chelsea, Alabama 35043

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

From and after the date of the formation of the Company, any person or entity acceptable to Members Owning a Majority Interest may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the Members by their votes shall determine, or as a transferee of a Member's membership interest or any portion thereof as approved by the Members by their vote, subject to the terms and conditions of this Certificate of Formation and the Operating Agreement. "Members Owning a Majority Interest" means Members whose membership interest in the Company exceeds fifty percent (50%) of all Members' membership interests in the Company.

ARTICLE VIII
CLASSES OR GROUPS OF MEMBERSHIP INTERESTS

The relative rights, powers and duties for classes or groups of membership interests, if any, are set forth in full in the Operating Agreement of the Company, as the same may be in effect from time to time.

ARTICLE IX
CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, or expulsion of a Member, the remaining Member or Members, if any, shall automatically continue the business of the Company.

ARTICLE X
MANAGEMENT

The business and affairs of the Company shall be managed by one or more Managers. The name and mailing address of the initial Manager are as follows:

NAME

ADDRESS

Katy H. Hall

1092 Springfield Drive
Chelsea, Alabama 35043

ARTICLE XI
INTERNAL AFFAIRS

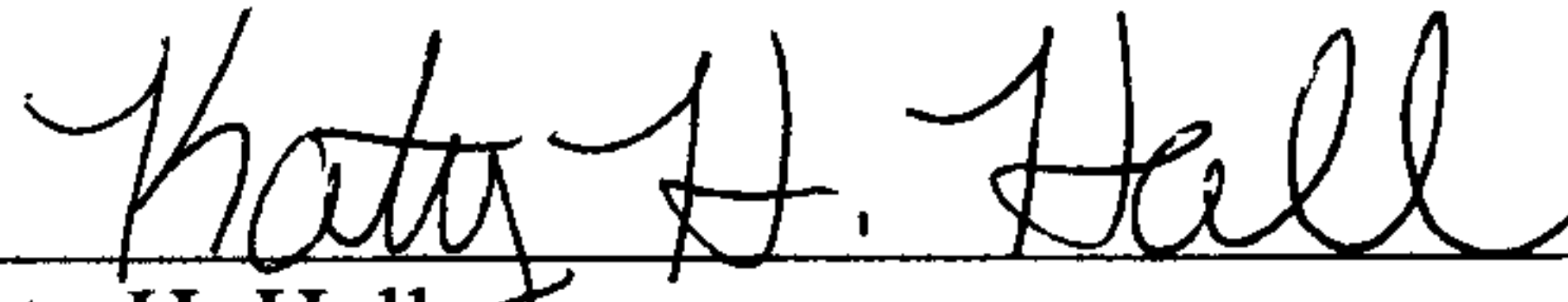
11.1 The provisions of Sections 11.2 to 11.3 for the regulation of the business and for the conduct of the affairs of the Company and its Members are hereby adopted.

11.2 The initial Operating Agreement of the Company shall be adopted by the initial Member. The power to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement shall be vested in the Members, which power may be exercised in the manner and to the extent provided in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company or the Members, not inconsistent with the Law or this Certificate of Formation. The Operating Agreement as so adopted and as may be amended from time-to-time, is hereby incorporated herein by reference as if set out in full herein.

11.3 This Certificate of Formation may be amended, altered, or repealed from time to time in the manner now or hereafter prescribed in this Certificate of Formation, the Operating Agreement, or as permitted by the Law.

(signature page follows)

IN TESTIMONY WHEREOF, witness the hand and seal of the undersigned Organizer
on this the 20 day of June, 2011.



Katy H. Hall

THIS INSTRUMENT PREPARED BY:
E. Hayes Arendall, Esq.
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Beth Chapman
Secretary of State

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Shelby Cnty Judge of Probate, AL
06/24/2011 01:12:59 PM FILED/CERT

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 Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Giggles & Grace, LLC

This domestic limited liability company name is proposed to be formed in Shelby County and is for the exclusive use of TERRIE A. SADBERRY, 1901 6TH AVENUE NORTH, SUITE 2400, BIRMINGHAM, AL 35203 for a period of one hundred twenty days beginning May 31, 2011 and expiring September 29, 2011

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 2, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State



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