

**CERTIFICATE OF FORMATION
OF
BRIGHT BLUE SKY, LLC**

The undersigned, for the purpose of forming a limited liability company under the provisions of the Alabama Business and Nonprofit Entity Code, *Ala. Code §§ 10A-1-1.01 et seq.*, and the Alabama Limited Liability Company Law, *Ala. Code §§ 10A-5-1.01 et seq.*, does hereby adopt the following Certificate of Formation.

Article I

Name

The name of the entity is Bright Blue Sky, LLC (the “Company”).

Article II

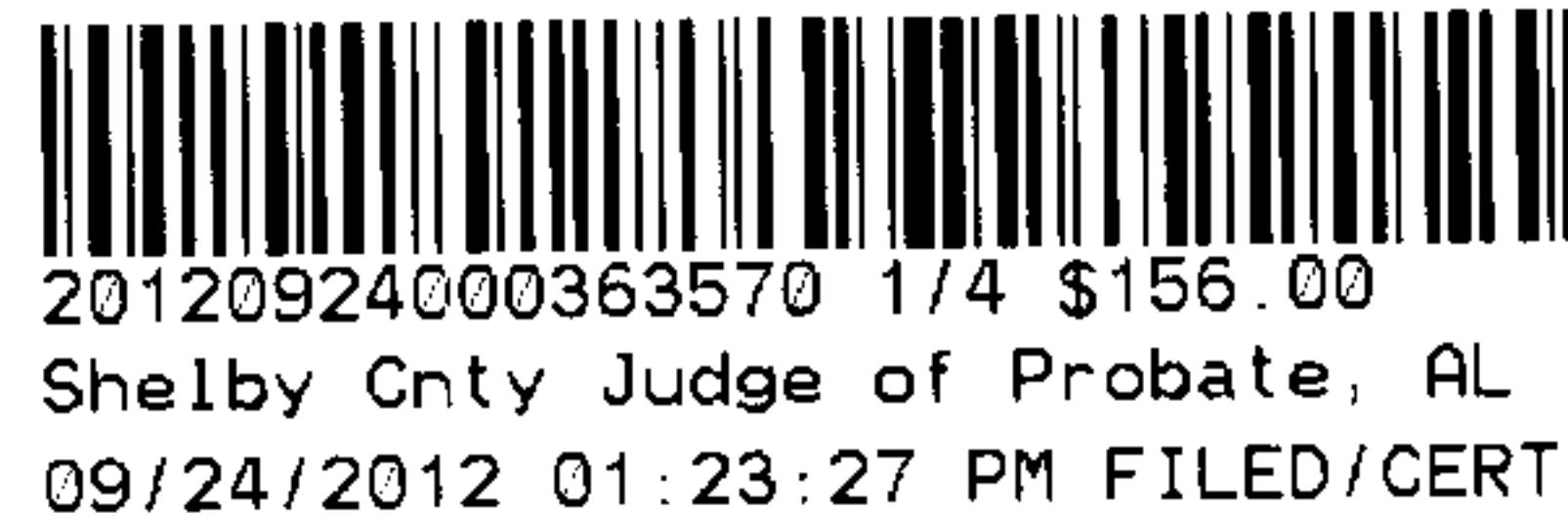
Type of Entity

The Company is being formed as a limited liability company under the Alabama Limited Liability Company Law.

Article III

Purposes and Powers

The purpose for which the Company is formed is to engage in the business of retail sales of clothing and related merchandise. In addition, the Company may engage in any other lawful businesses or activities for which limited liability companies may be organized under laws of the State of Alabama. The Company may exercise any and all powers granted to limited liability companies by the Alabama Limited Liability Company Law and all other applicable laws.



Article IV

Duration

The duration of the Company will be perpetual, unless terminated by operation of law, in accordance with the Company's operating agreement, if any, or pursuant to the provisions of the Alabama Limited Liability Company Law.

Article V

Initial Registered Office and Agent

The street and mailing address of the Company's initial registered office and the name of the initial registered agent at such street and mailing address is as follows:

Registered Agent: Amy Sealy McGowin

Street & Mailing Address: 216 Hawthorn Street
Birmingham, AL 35242

Article VI

Organizer

The name and address of the organizer of the Company (the "Organizer") is as follows:

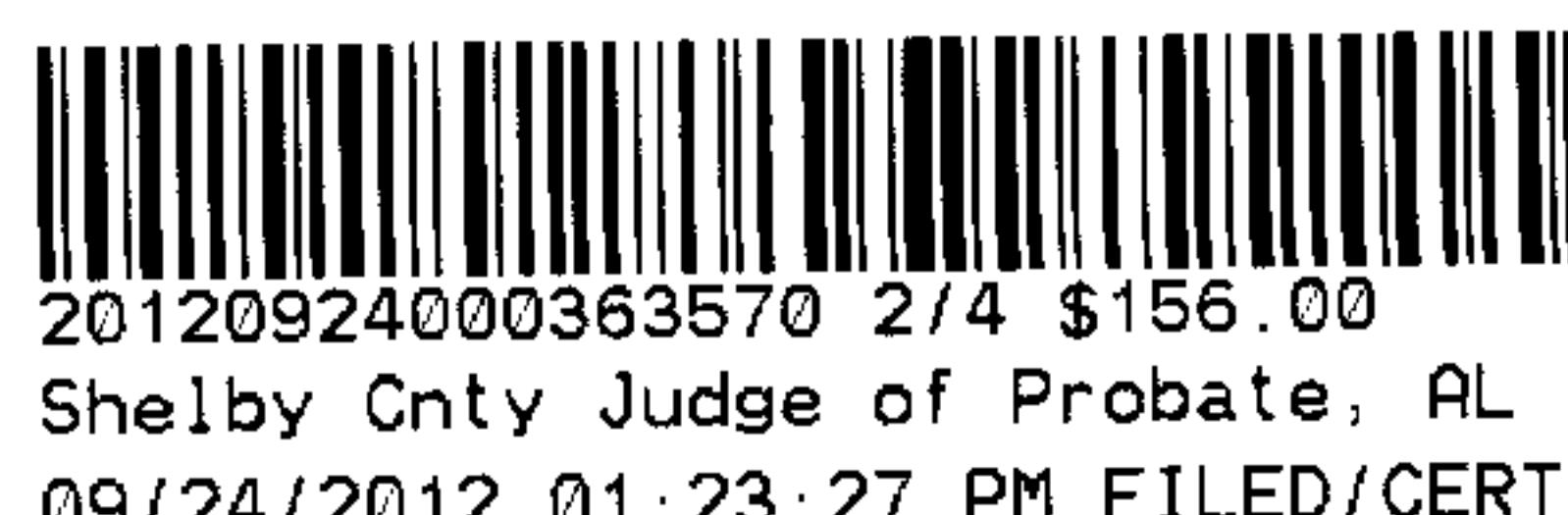
Name of Organizer: Amy Sealy McGowin

Address of Organizer: 216 Hawthorn Street
Birmingham, AL 35242

Article VII

Initial Members

The names and addresses of the initial members of the Company are as follows:



<u>Name</u>	<u>Address</u>
Amy Sealy McGowin	216 Hawthorn Street Birmingham, AL 35242
Michael P. Sealy	8401 North Central Expressway, Suite 150 Dallas, Texas 75225
Scott P. Sealy, Sr.	8401 North Central Expressway, Suite 150 Dallas, Texas 75225

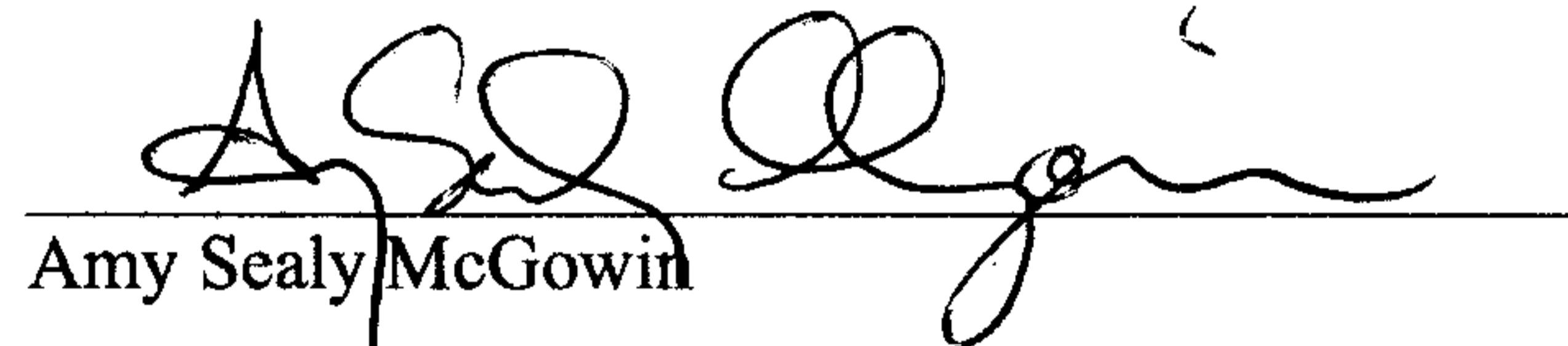
Article VIII
Additional Members

The members may admit additional members to the Company in accordance with the Company's operating agreement, if any, or pursuant to the provisions of the Alabama Limited Liability Company Law.

Article VIII
Management

The Company will be managed by its members.

IN WITNESS WHEREOF, the undersigned, being the Organizer of the Company, has executed this Certificate of Formation on this 24 day of September, 2012, and affirms that the facts stated herein are true and correct.


 Amy Sealy McGowin

Beth Chapman
Secretary of State

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

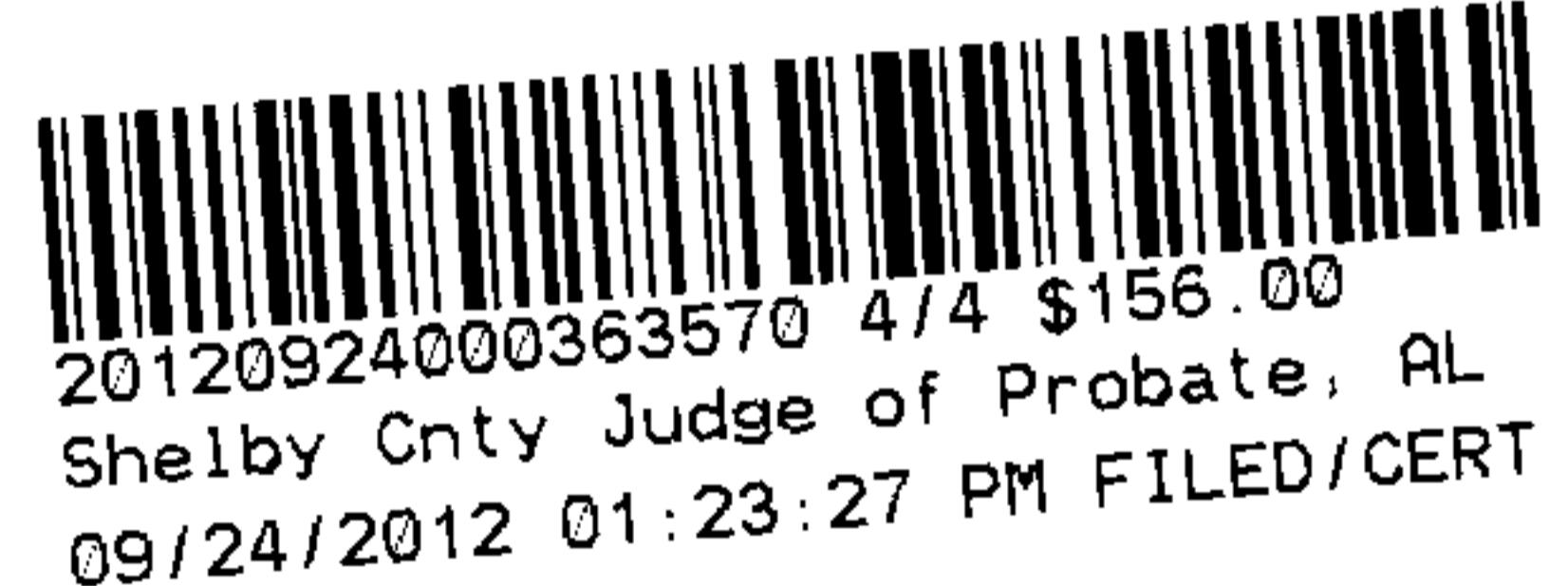
STATE OF ALABAMA

I, Beth Chapman, Secretary of 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:

Bright Blue Sky, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Amy Sealy McGowin, 216 Hawthorn Street, Birmingham, AL 35242 for a period of one hundred twenty days beginning August 7, 2012 and expiring December 5, 2012.

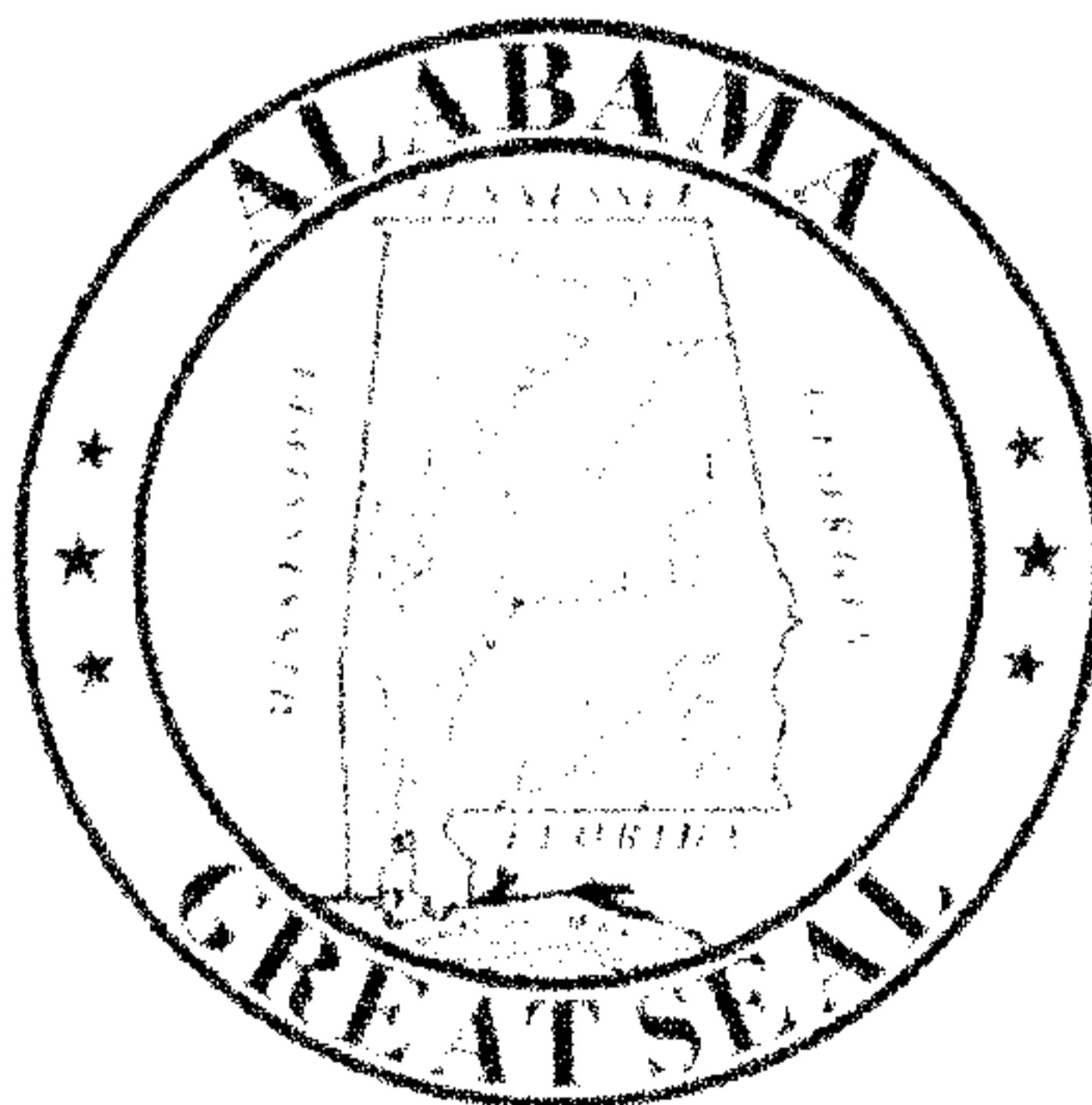


In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

August 7, 2012

Date

Beth Chapman



608-811

Beth Chapman

Secretary of State