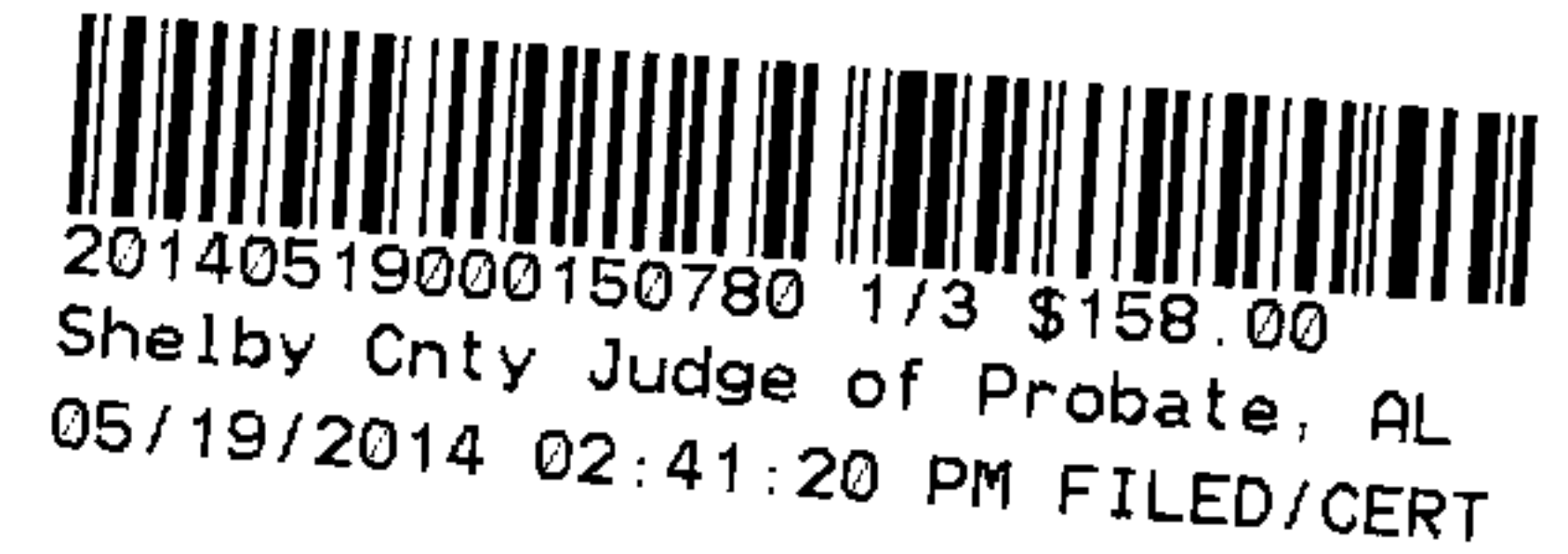


CERTIFICATE OF FORMATION

OF

EVERLY'S, LLC



The undersigned, desiring to form a limited liability company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the limited liability company is **EVERLY'S, LLC**.
2. The type of entity being formed is a limited liability company.
3. The purpose for which the limited liability company is organized is to engage in the sale of clothing, accessories, and related items and in any other lawful business for which a limited liability company may be organized.
4. The location and mailing address of the initial registered office of the Company shall be 279 Highland View Drive, Birmingham, Alabama 35242 and the name of its registered agent at such address shall be Theresa C. Harrison.
5. The name and address of the organizer is:

Theresa C. Harrison
279 Highland View Drive
Birmingham, Alabama 35242
6. The members of the limited liability company shall have the right to admit additional members to the limited liability company, as provided in the Operating Agreement.
7. The limited liability company shall be managed by one or more managers who shall serve until a successor is elected and qualified. The name and mailing addresses of the initial manager is:


Kim Harrison Vincent

291 Highland Park Drive
Birmingham, Alabama 35244

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this the 15 day of May, 2014.

Theresa C. Harrison
THERESA C. HARRISON, Organizer

Prepared by:
Joseph A. Fawal
FAWAL & SPINA
1330 21st Way South, Suite 200
Birmingham, Alabama 35205
(205) 939-1330


20140519000150780 2/3 \$158.00
Shelby Cnty Judge of Probate, AL
05/19/2014 02:41:20 PM FILED/CERT

Jim Bennett
Secretary of State

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


STATE OF ALABAMA

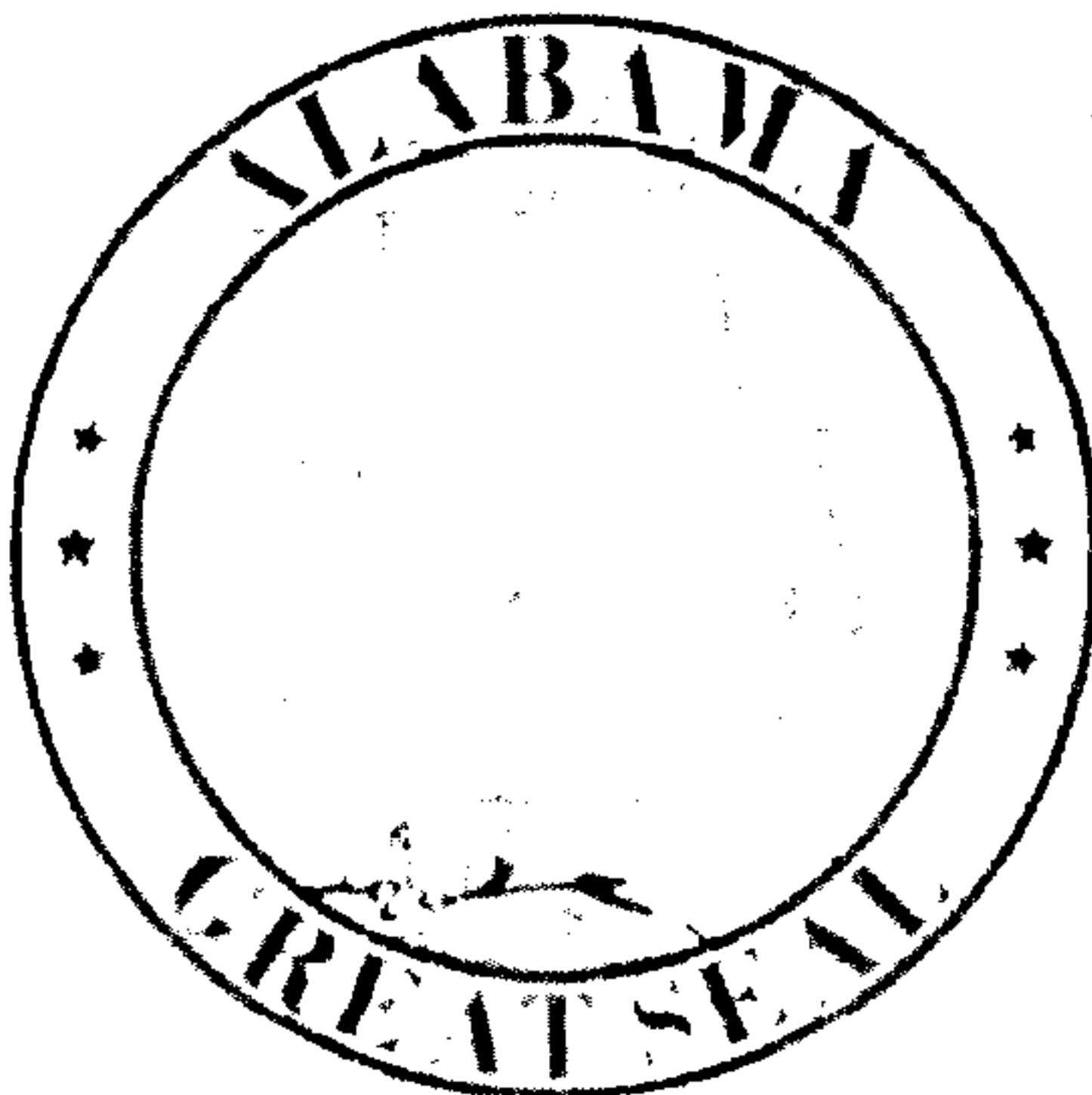
**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

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:

Everly's, LLC

This name reservation is for the exclusive use of Kim Harrison Vincent, 291
Highland Park Drive, Birmingham, AL 35242 for a period of one year beginning
May 12, 2014 and expiring May 12, 2015


20140519000150780 3/3 \$158.00
Shelby Cnty Judge of Probate, AL
05/19/2014 02:41:20 PM FILED/CERT

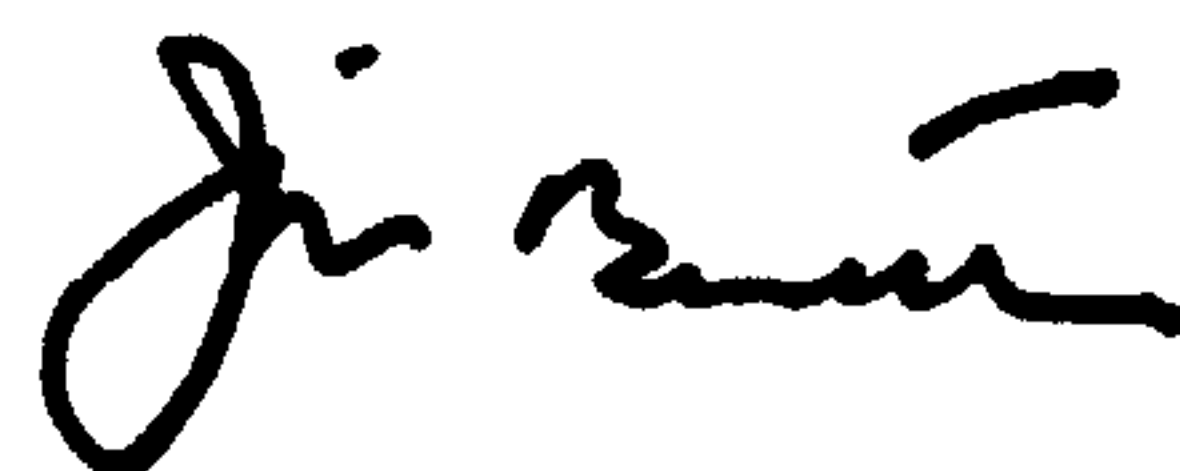


RES657226

**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.**

May 12, 2014

Date

A handwritten signature in cursive script, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State