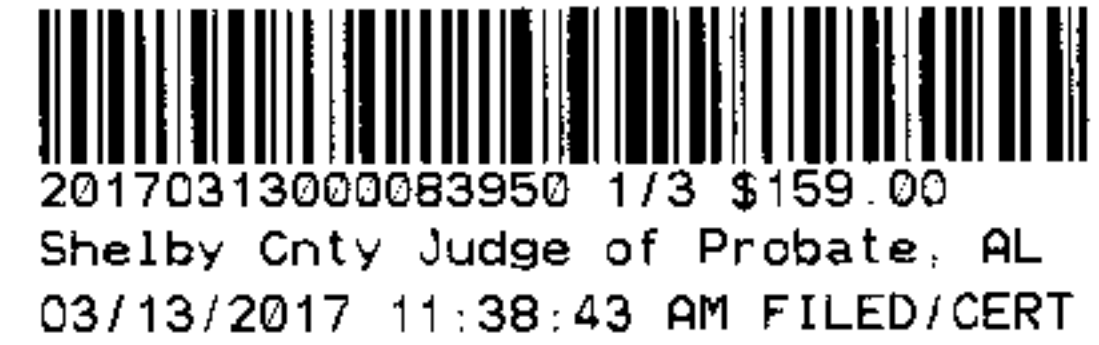


**ARTICLES OF INCORPORATION
OF
THIRTY ONE BOUTIQUE, INC.**



THE UNDERSIGNED, acting as Incorporator of a Corporation pursuant to the Alabama Business Corporation Act under Section 10A-1-3.05 and 10A-2-2.02 of the Code of Alabama 1975, adopts the following Articles of Incorporation (also known as a Certificate of Formation) for such Corporation:

ARTICLE I

NAME

The name of the Corporation is: **Thirty One Boutique, Inc.**

ARTICLE II

PURPOSES

The purposes for which the said Corporation is organized is to transact any and all lawful business for which corporations may be incorporated in the State of Alabama under Title 10A, Chapter 2 of the Code of Alabama 1975, or in any other state in which the Corporation may legally transact business.

ARTICLE III

AUTHORIZED CAPITAL SHARES

The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock and are of one class only.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation is:

111 Applegate Court
Pelham, AL 35124

ARTICLE V

REGISTERED AGENT AND ADDRESS

The name and address of the Registered Agent of the Corporation is:

Peyton Thomas Ganus
111 Applegate Court
Pelham, AL 35124

ARTICLE VI
DIRECTORS

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:

Peyton Thomas Ganus
111 Applegate Court
Pelham, AL 35124

Jamie Thomas
111 Applegate Court
Pelham, AL 35124

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Peyton Thomas Ganus
111 Applegate Court
Pelham, AL 35124


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Shelby Cnty Judge of Probate, AL
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ARTICLE VIII
LIMITATION OF DIRECTOR LIABILITY

A Director has no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a Director, except liability for (A) the amount of a financial benefit received by a Director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10A-2-8.33; (D) an intentional violation of criminal law; or (E) a breach of the Director's duty of loyalty to the corporation or its shareholders.

The undersigned, acting as Incorporator of the Corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 10 day of March 2017.


Peyton Thomas Ganus, Incorporator

THIS INSTRUMENT PREPARED BY:
J. Thomas Martin
Attorney at Law
P.O. Box 36474
Birmingham, Alabama 35236

John H. Merrill
Secretary of State

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Shelby Cnty Judge of Probate, AL
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P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, John H. Merrill, 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:

Thirty One Boutique, Inc.

This name reservation is for the exclusive use of J Thomas Martin, PO Box 36474,
Birmingham, AL 35236 for a period of one year beginning March 06, 2017 and
expiring March 06, 2018



RES751789

**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.**

March 06, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State