

**CERTIFICATE OF FORMATION
OF
BABBLING BABY CLOTHING COMPANY, LLC**

The undersigned, desiring to form a Limited Liability Company pursuant to the Alabama Limited Liability Company Law of 2014, certifies as follows:

1. NAME. The name of the Limited Liability Company is Babbling Baby Clothing Company, LLC. A copy of the Name Reservation certificate from the Office of the Secretary of State of Alabama is attached.

2. LIMITED LIABILITY COMPANY AGREEMENT. The business of the Company and the relationship of its members shall be subject to the terms and conditions of the Limited Liability Company Agreement as amended or restated from time to time by and among the Members of the Company.

3. DURATION. The existence of the Company shall commence on the date of the filing of this Certificate of Formation in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue until it is dissolved as provided in the Limited Liability Company Agreement, or if no provision in the Limited Liability Company Agreement governs the duration of the Company, as may be required by the Alabama Limited Liability Company Law of 2014.

4. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at such address, are:

Registered agent: Ashlyn Brailey Smith Dean
Street address: 5588 Surrey Lane, Birmingham, AL 35242
Mailing address: 5588 Surrey Lane, Birmingham, AL 35242

5. MEMBERS. The undersigned certifies that there is at least one member of the Company.

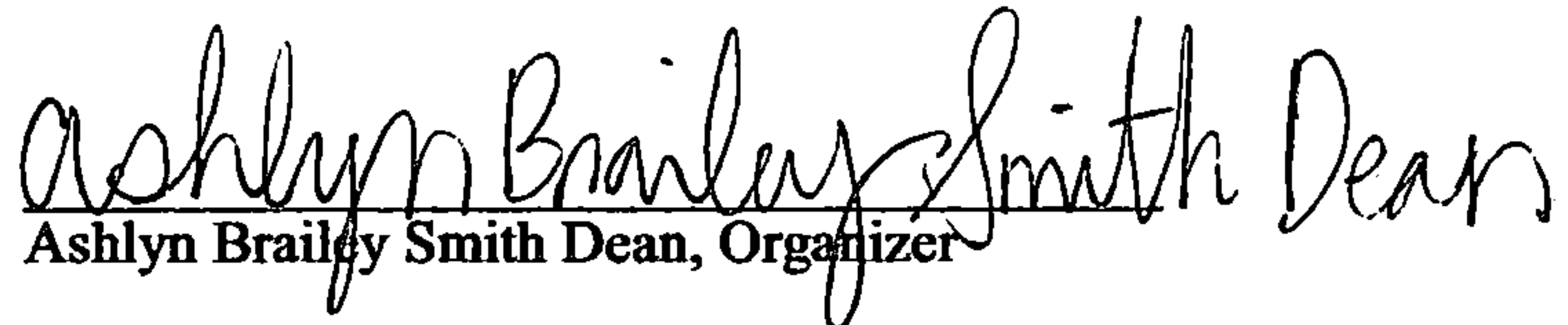
6. INDEMNIFICATION. The Company may indemnify its Members, Managers, officers, agents and employees to the maximum extent permitted by law.

7. ORGANIZER. The name and mailing address of the person who is to serve as Organizer of the Company are:

Ashlyn Brailey Smith Dean, 5588 Surrey Lane, Birmingham, AL 35242

8. AMENDMENT. The Company reserves the rights to amend, alter, change or repeal any provision contained in this Certificate of Formation in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of the Members pursuant to the terms of the Limited Liability Company Agreement, if any, in effect on the date of any such amendment.

IN WITNESS WHEREOF, the undersigned has affixed her hand and seal on this 25th day of April, 2020.


Ashlyn Brailey Smith Dean, Organizer

John H. Merrill
Secretary of State

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:

Babbling Baby Clothing Company, LLC

This name reservation is for the exclusive use of Ashlyn Brailey Smith Dean, 5588 Surrey Lane, Birmingham, AL 35242 for a period of one year beginning April 17, 2020 and expiring April 17, 2021



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Shelby Cnty Judge of Probate, AL
04/28/2020 11:28:58 AM FILED/CERT



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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 17, 2020

Date

J. H. Merrill

John H. Merrill

Secretary of State