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CERTIFICATE OF INCORPORATION
OF
SWN, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporations Act hereby adopt the following Certificate of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is SWN, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are:

(a) To conduct a general restaurant business, franchise business, and consulting services pertaining thereto. The services shall include, but not be limited to the solicitation, contracting, subcontracting, delivery, and rendering of such services, and the employment of personnel to render such services.

(b) To conduct a general restaurant, management and consulting business.

(c) To purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, grant a security interest in, pledge, hypothecate, deal in, and dispose of commodities, goods or services, and other real or personal property of every kind, and in any interest therein.

(d) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold,

SIDNEY C. SUMMEY
Attorney at Law
2112 11th Avenue South
Suite 219
Birmingham, AL 35205

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utilize, and in any manner dispose of the rights and property so acquired.

(e) To make any guaranty respecting dividends, shares, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under the Alabama Business Corporation Act, or as hereinafter amended.

(f) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the Corporation.

(g) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

(h) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or of the power herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Alabama; and to exercise all those powers expressly conferred on Business Corporations and enumerated in the Alabama Business Corporation Act, Ala. Code Tit. 10, and particularly as set forth in Section 10-2A-20 thereof, together with all other rights bestowed upon such corporations under the laws of the State of Alabama.

(i) To do any and all things herein set forth, and in addition, such other acts and things as are necessary, or convenient to attainment of the purposes of this Corporation, or any of them to the same extent as natural persons might or could do in any part of the world, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a Corporation under any laws that may be now or hereafter applicable or available to this Corporation.

The provisions in the foregoing clauses are to be construed both as purposes and powers and shall be in no way limited or restricted by reference to or inference from the terms of any other clause of this, or of any other, article of this Certificate, but each of the purposes and powers specified in this Article Three shall be regarded as independent purposes and powers, and the specification herein contained or particular

powers is not intended to be, and shall not be held to be, in limitation of the powers granted to corporations under the laws of the State of Alabama, but is intended to be, and shall be held to be, in furtherance thereof, nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

ARTICLE FOUR

REGISTERED OFFICE

The address of the registered office of the corporation is 2558 Dalton Drive, Pelham, Alabama 35124 and the registered agent is Richard B. Smith at the same address.

ARTICLE FIVE

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE SIX

CAPITAL

The minimum amount of capital with which the corporation shall begin business is \$1,000.00.

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the corporation shall consist of not less than three (3) members as fixed and determined from time to time by the shareholders.

The names and post office addresses of the members of the first Board of Directors are:

Name

Address

Richard B. Smith

2558 Dalton Drive
Pelham, Alabama 35124

Nicky Noto

1721 Valpar Drive
Birmingham, Alabama 35226

Michael A. Worel

1900 Daniel Building
Birmingham, AL 35203

ARTICLE EIGHT

INCORPORATORS

The name and post office address of the incorporators are:

Name

Address

Richard B. Smith

2558 Dalton Drive
Pelham, Alabama 35124

Nicky Noto

1721 Valpar Drive
Birmingham, Alabama 35226

Michael A. Worel

1900 Daniel Building
Birmingham, AL 35203

ARTICLE NINE

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board or of such committee as the case may be, and such written consent if filed with the minutes of proceedings of the Board or committee.

ARTICLE TEN

Attached hereto, marked EXHIBIT A and made a part hereof, is a statement under oath of Richard B. Smith, the person designated by the incorporators to receive subscriptions to the capital stock of said Corporation showing the amount of capital stock which has been paid in; and EXHIBIT B attached hereto and made a part hereof is a true and correct copy of the subscription list showing the amount of the capital stock subscribed by each of said incorporators, and the manner in which the same is distributed and has been paid.

IN WITNESS WHEREOF, We have subscribed our names this 28th
day of September, 1987.

Nicky Noto
Nicky Noto

Richard B. Smith
Richard B. Smith

Michael A. Worel
Michael A. Worel

I, the undersigned, a Notary Public in and for said County, and State, hereby certify that Richard B. Smith, Nicky Noto, and Michael A. Worel, whose names are signed to the foregoing Certificate of Incorporation of SWN, INC. and who are known to me to be party to same, acknowledged before me on this day that, being informed of the contents of said Certificate of Incorporation, they executed the same voluntarily on the day the same bears date and said instrument is the act and deed of the signer and the facts stated therein are true.

GIVEN under my hand and seal of my office on this the 28th
of September, 1987.

[Signature]
NOTARY PUBLIC

This instrument was prepared by:

Sidney C. Summey
Attorney at Law
2112 11th Avenue South, Suite 219
Birmingham, AL 35205

EXHIBIT "A"
VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF SWN, INC.

A PROPOSED CORPORATION

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned, a Notary Public for the State of Alabama at Large, personally appeared Richard B. Smith who, being first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of SWN, INC., a proposed corporation, to receive subscriptions to the capital stock of said corporation; that, as shown by the subscription list, hereto annexed, and marked Exhibit "B", the amount of capital stock paid in is \$1,000.00, which said amount is more than 20% of the stock subscribed for, and more than the minimum amount required by law.

That each of said incorporators and subscribers to the said capital stock has paid in full amount of his subscription in the following manner:

<u>Name</u>	<u>Subscription Amount</u>	<u>Manner</u>
Richard B. Smith	\$ 333.34	Cash
Nicky Noto	\$ 333.33	Cash
Michael A. Worel	\$ 333.33	Cash


Richard B. Smith

Sworn to and subscribed before me this 28TH day of September, 1987.


NOTARY PUBLIC

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EXHIBIT "B"
SUBSCRIPTION LIST TO CAPITAL STOCK OF
SWN, INC.

A PROPOSED CORPORATION

STATE OF ALABAMA)
SHELBY COUNTY)


We, the undersigned, do hereby subscribe for and agree to take and pay for in cash the amount of stock set opposite our names, said stock to be issued by an Alabama Corporation to be styled SWN, INC. with its initial registered offices to be in Pelham, Shelby County, Alabama, it being further understood and agreed by me that said stock will be paid for by the undersigned, the incorporators of said Alabama Corporation, upon the formation of the same.

COMMON STOCK at \$1.00 per share.

<u>Name of Subscriber</u>	<u>No. Shares Subscribed</u>	<u>Consideration</u>
Richard B. Smith	333 1/3	Cash
Nicky Noto	333 1/3	Cash
Michael A. Worel	333 1/3	Cash


Richard B. Smith


Nicky Noto


Michael A. Worel

Done this 28th day of September, 1987.

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STATE OF ALABAMA

I, Glen Browder, 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 Section 10-2A-26, Code of Alabama 1975, the corporate name SWN, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of SWN, Inc.

BOOK 034 PAGE 329 for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Jefferson Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.



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
September 17, 1987 - expires 1-16-88

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

SWN, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of SWN, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of SWN, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 7th day of OCTOBER, 19 87.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 OCT -7 PM 4:30

Thomas A. Brouder, Jr.

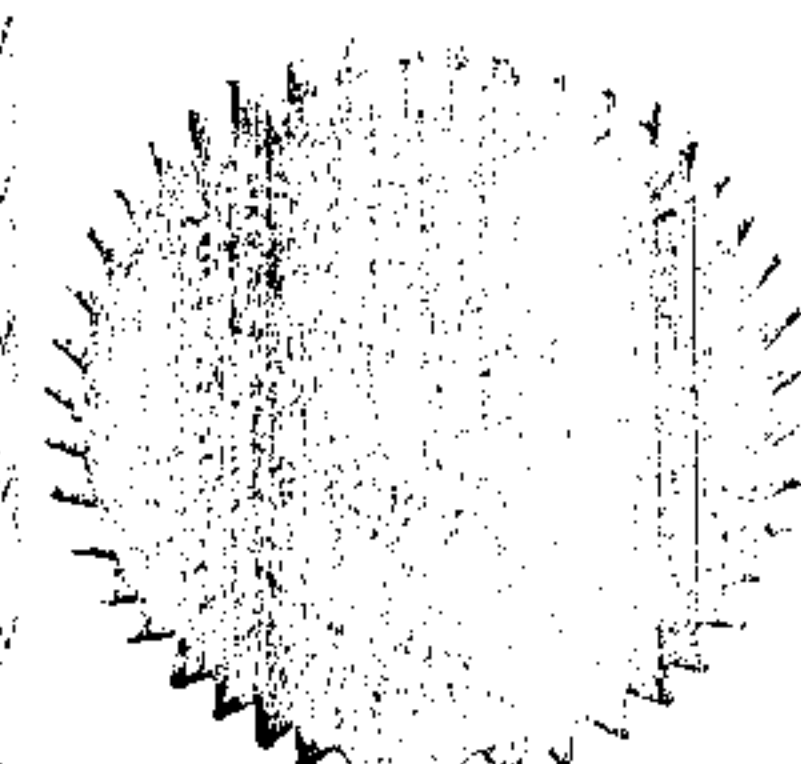
Judge of Probate

Thomas A. Brouder, Jr.
JUDGE OF PROBATE

1 month fee 35.00

2 month fee 1.00

total 36.00



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