

1738

ARTICLES OF INCORPORATION
OF
F & G SPECIALTY FOODS, INC.

STATE OF ALABAMA)
COUNTY OF SHELBY)

We, the undersigned natural person of the age of 21 years or more, acting as the incorporators of a corporation organized under the Laws of the State of Alabama, adopt the following Certificate of Incorporation of such corporation:

FIRST: The name of the corporation is F & G Specialty Foods, Inc.

SECOND: The principal office or place of business of the corporation is to be located at Hwy. 31, Vestavia, Alabama, (1045 Chateau Drive, Helena, Alabama 35080), Shelby County, Alabama. The registered agent of said corporation is Glen Frederick, at said address above.

THIRD: The term of existence may be perpetual.

FOURTH: The purpose or purposes for which the corporation is organized is as follows:

A. To engage in the business of a food restaurant known as Sneaky Pete's. The purpose will be to provide food and food items to the general public, providing any and all related services to the public that are compatible with serving and preparing fast food items to the general public.

B. To do and engage in any business which a natural person can do.

C. To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer or otherwise dispose

John Medaris

BOOK 039 PAGE 480

of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.

D. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

E. To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

F. To purchase, acquire, hold, subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

G. To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

H. To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

I. Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this

corporation may think necessary or convenient for the purposes of its business, and to buy, own, and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

J. To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

K. To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FIFTH: The aggregate number of shares which the

corporation shall have authority to issue is One Thousand (1,000) of the par value of One Dollar (\$1.00) per share.

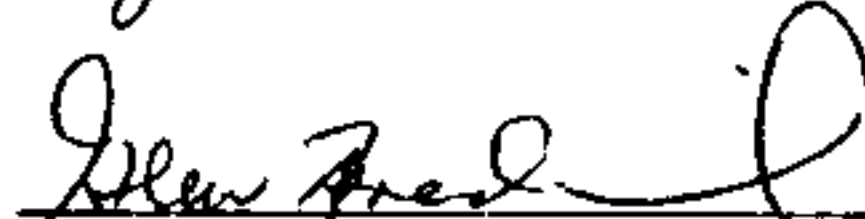
SIXTH: The number of directors constituting the initial Board of Directors of the corporation are two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify is:

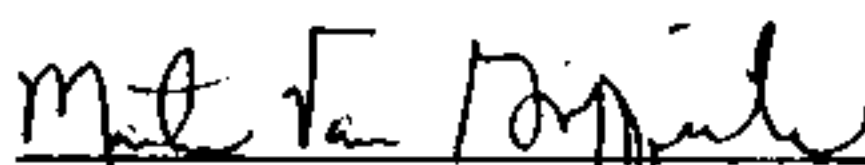
<u>NAME</u>	<u>ADDRESS</u>
Glen Frederick	1045 Chateau Drive, Helena, Alabama 35080
Martin Vann Griffith	140 Camellia Circle, Birmingham, AL 35213

SEVENTH: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Glen Frederick	1045 Chateau Drive, Helena, Alabama 35080
Martin Vann Griffith	140 Camellia Circle, Birmingham, AL 3213

Dated this the 2nd day of Aug., 1989.


GLEN FREDERICK, President,
Secretary & Treasurer of
F & G Specialty Foods, Inc.


MARTIN VANN GRIFFITH, Chairman of
the Board of F & G Specialty
Foods, Inc.

BOOK 039 PAGE 483



STATE OF ALABAMA

I, Perry A. Hand, 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 _____

F & G Specialty Foods, Inc. is reserved as available based

only upon an examination of the corporation records on file in this office for the exclusive use of

F & G Specialty Foods, Inc.

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 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.

June 27, 1989 - expires - 10-26-89
Date

Perry A. Hand

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

F & G SPECIALTY FOODS, 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 F & G SPECIALTY FOODS, 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 F & G SPECIALTY FOODS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 8th day of AUGUST, 19 89.



89 AUG -8 PM 1:50

Judge of Probate

RECEIVED DUES

Received from \$ 35.00

for 3.00

TOTAL 38.00