

ARTICLES OF INCORPORATION

OF

/ GALLERIA BIZ, INC., d/b/a/ SNOBIZ

TO THE HONORABLE JUDGE OF PROBATE

IN AND FOR SHELBY COUNTY, ALABAMA:

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, do hereby associate ourselves together for the purpose of forming a corporation under the Code of Alabama and adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be GALLERIA BIZ, INC.

ARTICLE II

The purpose for which this corporation is formed shall be as follows:

1. To promote and sell to the general public flavored shaved ice products and soft drinks.

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

3. To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or identical hereto.

4. To apply for, purchase, or acquire by assignment, transfer or otherwise, pledge, and to sell, exchange transfer, deal in and in any manner dispose of real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy the license, power, authority, concession, right or privilege which any corporation may make or grant.

1961 Lakemont Dr.
B'ham, AL 35244

Inst # 1992-18467

5. To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stocks, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and while the owner thereof, to exercise all rights, privileges and powers of ownership, including the right to vote thereon to the same extent as a natural person may do, subject to the limitations, if any on such right now or hereafter provided by the laws of the State of Alabama.

6. To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

7. To make loans on mortgages secured by real estate and to do all things incident to or in furtherance of the ownership, collection and liquidation of such loans.

8. To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

9. To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

10. To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, script, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, of other securities, and to hold, sell, transfer or reissue the same; and provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such share, the board of directors of the corporation (or any committee authorized to exercise the powers of the board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but un-issued shares.

11. To act as agent, jobber, broker or attorney in fact in buying selling, and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not and in the supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

12. To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, script, or other securities.

13. To enter into any plan or project for the assistance and welfare of its employees.

14. To enter into any legal arrangements for sharing or profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the objects of this corporation.

15. To have one or more offices to carry on all of its operations and business with out restriction or limit as to amount, in any of the state, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

16. To endorse or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds; including construction or performance bonds, debentures, notes, script, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporation, associations, or persons involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (a) which owns stock in this corporation, or (b) which owns stock in another corporation which owns stock in this corporation, or (c) in which this corporation owns stock, or (d) in which another corporation owns stock which

also owns stock in this corporation, or (e) in which any one or more persons who own stock in this corporation also own stock, or (f) which he who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, the conduct of any joint venture or enterprise, or in the use of common facilities or services.

17. To guarantee the obligations of any person, corporation or association.

18. To have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

19. To act as receiver or agent for any person or corporation in respect to any lawful undertaking or transaction.

20. To lend its aid and credit to any person, firm or corporation.

21. To carry on any other business in connection with the foregoing.

22. To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation to the same extent as natural persons might or could do any in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation, or any entity of whatsoever kind, 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 foregoing clauses, and each phrase thereof, shall be construed as the objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and the stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. 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 II A

The location of the principal office of the corporation in the State of Alabama shall be 1961 Lakemont Drive, Shelby County, Alabama 35244.

ARTICLE III

The amount of authorized capital stock of the corporation upon its organization, subject to the right of the corporation hereinafter to increase the same to any amount in the manner provided by law, shall be one hundred (100) shares of common stock having a par value of \$10.00 (Ten and no/00 Dollars) each per share.

The amount of authorized capital stock with which the corporation shall commence business shall be \$1,000.00 (One Thousand and no/00 Dollars).

ARTICLE IV

The name and post office address of the office or agent designated by the incorporators to receive subscriptions to the capital stock of the corporation is Donald Edward Westerhold, 1961 Lakemont Drive, Birmingham, Alabama 35244.

ARTICLE V

The name and addresses of the incorporators and the number of shares of stock subscribed for by each, and the names and post office addresses of the directors and officers chosen for the first year are as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Donald Edward Westerhold	1961 Lakemont Drive Birmingham, Al 35244	50
Jeffrea Lynn Westerhold	1961 Lakemont Drive Birmingham, Al 35244	50

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Donald Edward Westerhold	1961 Lakemont Drive Birmingham, Al 35244	50
Jeffrea Lynn Westerhold	1961 Lakemont Drive Birmingham, Al 35244	50

<u>OFFICERS</u>	<u>ADDRESS</u>	<u>POSITION</u>
Donald Edward Westerhold	1961 Lakemont Drive Birmingham, Al 35244	President & Secretary
Jeffrea Lynn Westerhold	1961 Lakemont Drive Birmingham, Al 35244	Vice President & Treasurer

ARTICLE VI

The corporation shall have perpetual existence unless dissolved in accordance with the law of the State of Alabama.

ARTICLE VII

This corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the Board of Directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, personal property, or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

ARTICLE VIII

This corporation may from time to time and at any time issue and sell warrants, in bearer or registered form, or other instruments for the purchase of shares of stock of any class of the corporation within such period of time or without limit as to time, in such aggregate number of shares, and at such price or prices per share, as the Board of Directors may determine. Such warrants or other instruments may be issued separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or shares of the capital stock of any class or corporation and for such consideration and on such terms and conditions as the Board of Directors may determine to be desirable.

ARTICLE IX

No holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for any part of the authorized but not issued stock of this corporation, or of any additional stock of any class which may be issued by reason of any increase in the authorized capital stock of this corporation, or

warrants, bonds, certificates of indebtedness, debentures, or other securities convertible into stock of this corporation, or carrying any rights to purchase stock of any class. Any such unissued stock or any such additional authorized issue of new stock or of securities convertible into stock or carrying any rights to purchase stock, may be issued and disposed of pursuant to resolutions of the board of directors of this corporation to such persons, firms, corporations or associations, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of discretion.

ARTICLE X

This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefore upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

ARTICLE XI

So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

ARTICLE XII

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the stockholders of corporations organized under the general laws of the State of Alabama are increased, diminished, or in any way altered, shall apply to this corporation and to every stockholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

ARTICLE XIII

The by-laws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with any provisions of the certificate of incorporation, and not inconsistent with the law of the State of Alabama. The initial by-laws of the corporation shall be adopted by the stockholders. The by-laws of the corporation shall be subject to alteration, amendment or repeal, and new by-laws may be adopted by the affirmative vote of the holder of the majority of the shares of the common stock present in person or by proxy at

any annual or special meeting of the stockholders and entitled to vote there at, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director. The by-laws may also be amended in the interim between stockholders meetings by a majority vote of the board of directors, provided, however, that the board of directors may not alter, amend, or repeal any by-law establishing the number of directors, the number of directors constituting a quorum at a meeting of the board of directors, the time or place of stockholders meetings, or what constitutes a quorum at such stockholders meeting.

ARTICLE XIV

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation. Any action required or permitted to be taken at any meeting of the Board of Directors or 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. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized to fix and determine the date or dates for the declaration and payment of dividends. And to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in. The corporation may, in its by-laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition, to the powers and authorities expressly conferred upon directors by statute.

ARTICLE XV

(A) Subject to the provisions of subsection (D) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not

opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(B) Subject to the provisions of subsection (D) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venturer, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(C) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding otherwise in defense of any action, suit or proceeding referred to in subsection (A) or (B) of this section, or in defense of any claim issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(D) Any indemnification under subsection (A) or (B) shall (unless ordered by a court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (A) or (B), as the case may be. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(E) Expenses (including attorney's fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in the preceding subsection. (D) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section.

(F) The indemnification provided by this section shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's certificate of incorporation, by-laws, agreements, votes of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(G) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE XVI

No contract or other transaction between this corporation and any person, firm, association or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of the corporation are directly or indirectly, pecuniarily or otherwise interested in such contract, action or other act, or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm, association or corporation. Any director of the corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, individually, or such firm or association is so interested, shall be disclosed or known to the Board of Directors or a majority of the members thereof as shall be present at any meeting of the Board of Directors, or of any committee of directors having the powers of the full board, at which action upon any such contract, transaction or other act is taken; and if such fact shall be so disclosed or known, any director of this

corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and may vote there at with respect to such action with like force and effect as if he were not so related or interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE XVII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these article of incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and stockholders herein are granted subject to this reservation.


ARTICLE XVIII

Attached hereto, marked "Exhibit A" and made by the officer and agent authorized by the incorporation, showing the amount of capital stock of the corporation subscribed for and the amount thereof which has been paid in. There is also attached hereto marked "Exhibit B" and made a part hereof, a true and correct copy of the subscription list of said corporation showing the amount of capital stock subscribed and provided to be discharged.

ARTICLE XIX

The registered agent of the corporation is Donald Edward Westerhold and the registered agent's address for the corporation is 1961 Lakemont Drive, Birmingham, Al. 35244. The registered address of the corporation is the same address given above.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation on this the 28th day of August, 1992.


Donald Edward Westerhold



Jeffrea Lynn Westerhold

EXHIBIT "A"

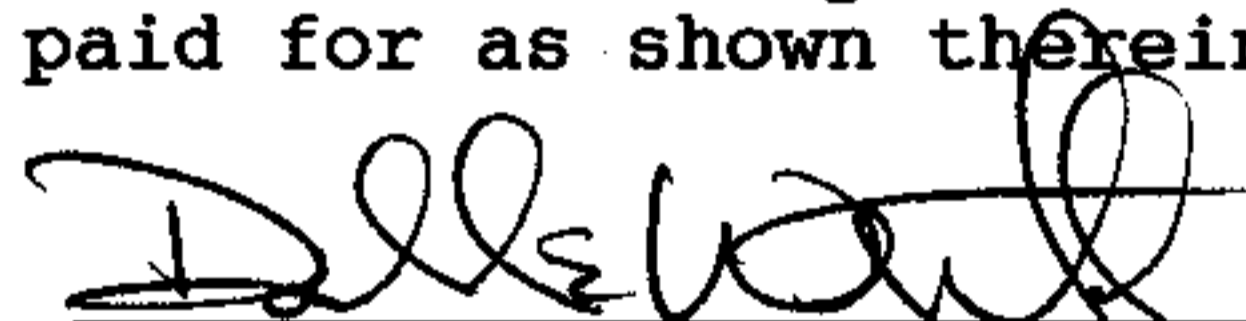
All of the 100 shares of stock subscribed for by the subscribers listed below are issued and hereby declared to be fully paid stock, payment therefor having been made by U.S. Currency for the number of shares set forth opposite the name of the subscriber herein below:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>DOLLAR AMT</u>
Donald Edward Westerhold	1961 Lakemont Dr. Birmingham, Al 35244	50	\$500.00
Jeffrea Lynn Westerhold	1961 Lakemont Dr. Birmingham, Al 35244	50	\$500.00

STATE OF ALABAMA:

SHELBY COUNTY:

Before me, the undersigned authority in and for said County and State, personally appeared Donald Edward Westerhold who, being by me first duly sworn, deposes and says that he is the agent of the GALLERIA BIZ, INC., designated by the incorporators to receive subscriptions to the capital stock of said corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said corporation, together with the number of shares subscribed for by each, and that the subscriptions for all of the said stockholders have been paid for as shown therein.


Donald Edward Westerhold

Subscribed and sworn to before me this the 28th day of August, 1992.


Notary Public

NOTARY PUBLIC STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: May 31, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

EXHIBIT "B"



SUBSCRIPTION LIST OF THE CAPITAL STOCK

OF

GALLERIA BIZ, INC.

I, the undersigned do hereby subscribe for and agree to take and pay in cash for the number of shares of common stock at the par value of \$10.00 per share of the GALLERIA BIZ, INC., a corporation proposed to be organized under the laws of the State of Alabama, that is set opposite my signature.

IN WITNESS WHEREOF, the undersigned subscriber has signed his/her name hereto, opposite the number of shares subscribed for by the undersigned, this the 28th day of August, 1992.

	NO. OF SHARES	AMOUNT PAID IN CASH
 Donald Edward Westerhold	50	\$500.00
 Jeffrea Lynn Westerhold	50	\$500.00

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Galleria Biz, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Wendell Sheffield, Frank Nelson Bldg, Birmingham, AL 35203 for a period of one hundred twenty days beginning August 27, 1992 and expiring December 26, 1992.



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.

August 27, 1992

Date

A stylized, handwritten signature in dark ink, appearing to read 'Billy Joe Camp'.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

GALLERIA BIZ, 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 GALLERIA BIZ, 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 GALLERIA BIZ, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 31 day of AUGUST, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1992-18467

08/31/1992-18467
10:15 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
88.00