

This instrument prepared by:
Nancy D. Lightsey
Lange, Simpson, Robinson & Somerville
1700 First Alabama Bank Building
Birmingham, Alabama 35203

**ARTICLES OF INCORPORATION
OF
V&H FOOD SERVICES, INC.**

Inst # 1993-30362

10/01/1993-30362
02:46 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
004 MCD
90.00

1. The name of the corporation is V&H Food Services, Inc. (the "Corporation").

2. The period of its duration is perpetual.

3. The purpose or purposes for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to, the operation of a restaurant and any and all transactions related to, or arising out of, such activities.

4. The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 10,000 shares of common stock, par value \$1.00 per share.

5. The location and mailing address of the initial registered office of the Corporation is 4673 Highway 280, Suite 2, Birmingham, Alabama 35243 and the name of its initial registered agent at such address is Charles L. Vatella.

6. The number of directors constituting the initial board of directors of the Corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders and until his successor(s) are elected and shall qualify is as follows:

<u>Name</u>	<u>Address</u>
Charles L. Vatella	4673 Highway 280, Suite 2 Birmingham, AL 35243

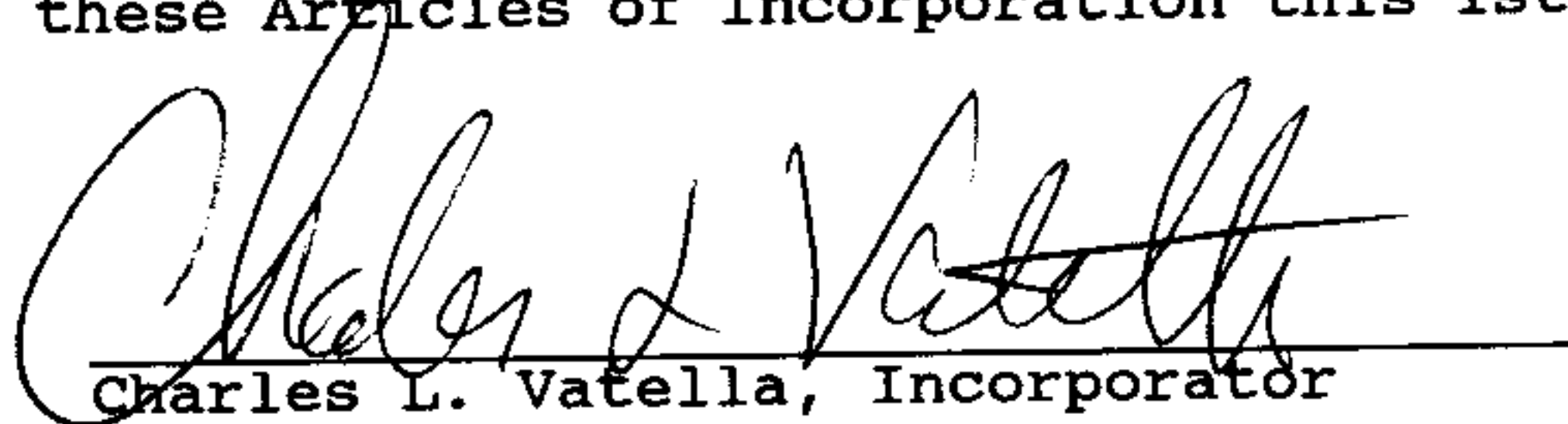
7. The name and address of the incorporator of the Corporation is Charles L. Vatella, 4673 Highway 280, Suite 2, Birmingham, Alabama 35243.

8. Each shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the Corporation, including treasury shares.

9. The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer

or otherwise dispose of its own shares. Purchases by the Corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefor.

The undersigned, acting as incorporator of the Corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 1st day of October 1993.


Charles L. Vatella, Incorporator

STATE OF ALABAMA

I, Jim Bennett, 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:

V&H Food Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Nancy D. Lightsey, 1700 First Alabama Bank Building, Birmingham, AL 35203 for a period of one hundred twenty days beginning September 30, 1993 and expiring January 29, 1994.



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 30, 1993

Date

Jim Bennett

Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF V&H FOOD SERVICES, 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 V&H FOOD SERVICES, 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 V&H FOOD SERVICES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the ist day of OCTOBER, 19 93.

Thomas A. Snowden, Jr.

Judge of Probate

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