

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION

OF

WALK OF FULTONDALE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts stated in these Articles of Organization are true and correct:

ARTICLE I

The name of the limited liability company is WALK OF FULTONDALE, L.L.C. (the "Company").

ARTICLE II

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of the Probate Judge for Shelby County, Alabama until the first to occur of the following:

- (a) Fifty (50) years from the date of filing of these Articles of Organization;
- (b) Dissolution of the Company pursuant to the laws of the State of Alabama or the Operating Agreement of the Company, as in effect from time to time; or
- (c) Upon the written unanimous consent of all the members of the Company.

ARTICLE III

The purposes for which the Company is organized are as follows:

- (a) To operate a restaurant, including but not limited to the retail sale of food and beverages; and
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

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(c) To borrow money and to evidence the same by notes or other evidences of indebtedness and to secure the same by mortgage, deed of trust, pledge or other lien or security interest in furtherance of any or all of the purposes of the Company;

(d) To enter into, perform and carry out contracts and agreements necessary, appropriate or incidental to the accomplishment of the purposes of the Company; and

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof; and

(f) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(g) To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the company, subject to the terms and conditions of the Operating Agreement, and to engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.

ARTICLE IV

The location and mailing address of the initial registered office of the company shall be 2020 Lakemoor Drive, Birmingham, AL 35244. The initial registered agent for service of process at the foregoing address shall be Donald R. Parks.

ARTICLE V

The names and mailing addresses of the initial members of the company are as follows:

	<u>NAME</u>	<u>MAILING ADDRESS</u>
1.	WALK, L.L.C., an Alabama limited liability company.	2020 Lakemoor Drive Birmingham, Alabama 35244
2.	Donald R. Parks	2020 Lakemoor Drive Birmingham, Alabama 35244
3.	Rajendra K. Jeewan	4937 Cahaba Valley Trace Birmingham, Alabama 35242

ARTICLE VI

The members of the Company shall have the right to admit additional members to the Company upon the unanimous consent of all of the members of the Company.

ARTICLE VII

The members of the Company shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Company is continued by a written consent of all the remaining members within 90 days after the occurrence of the event of dissociation.

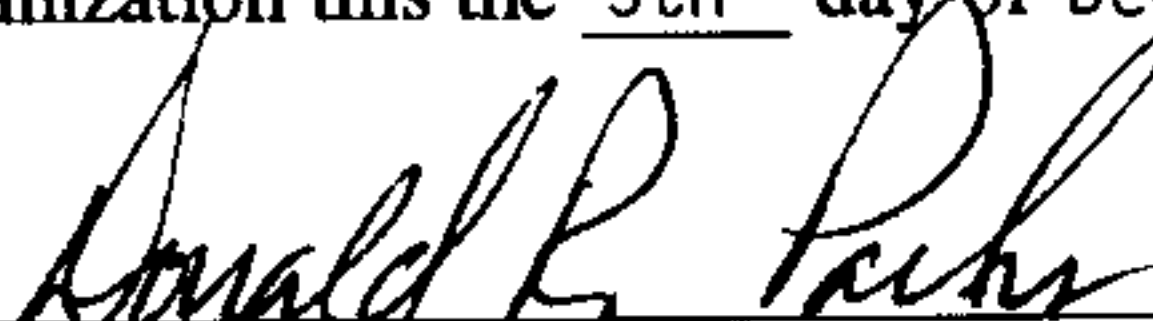
ARTICLE VIII

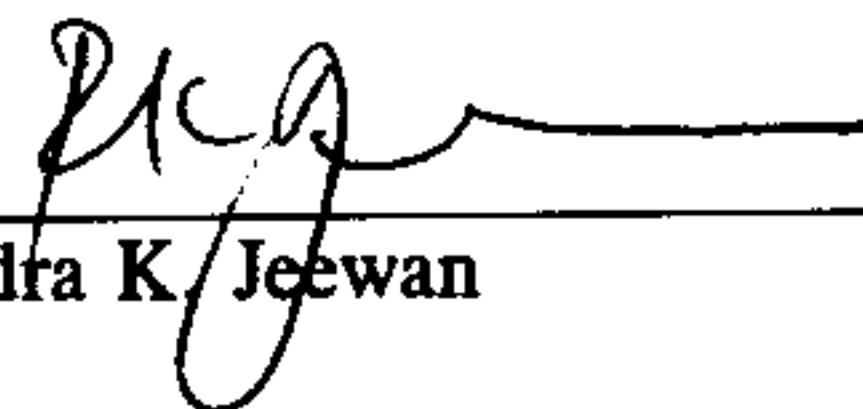
The Company shall be managed by its members.

ARTICLE IX

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

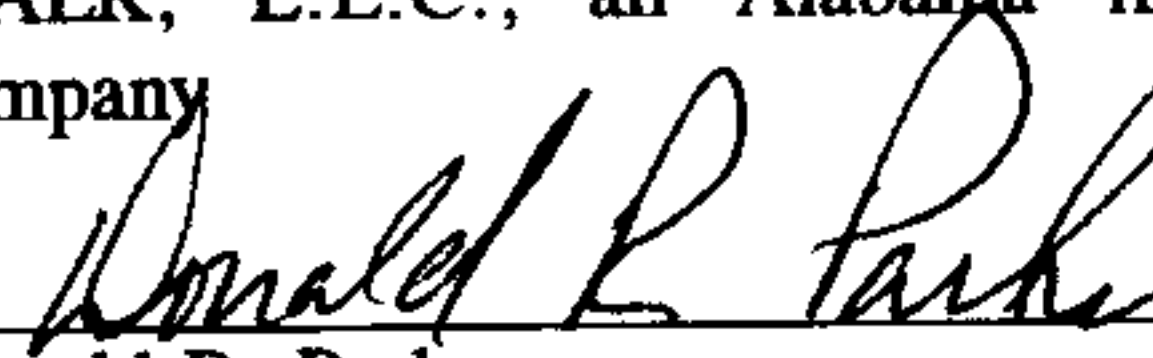
IN WITNESS WHEREOF, the undersigned, constituting all the members of the Company, have executed these Articles of Organization this the 5th day of December, 1996.


Donald R. Parks


Rajendra K. Jeewan

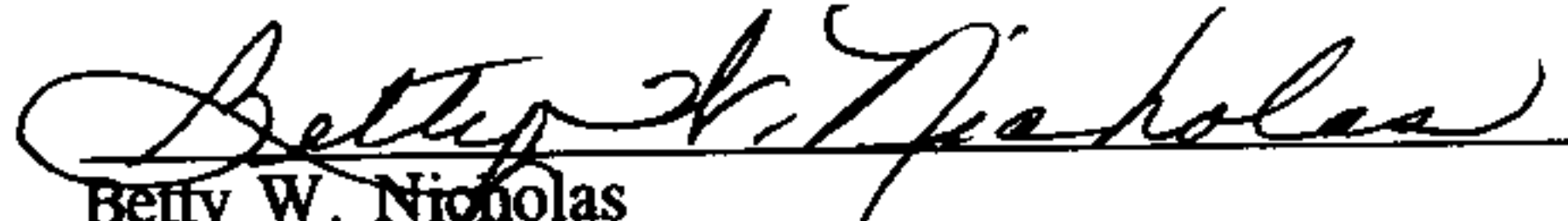
WALK, L.L.C., an Alabama limited liability company

By:


Donald R. Parks
as Member of Walk, L.L.C.

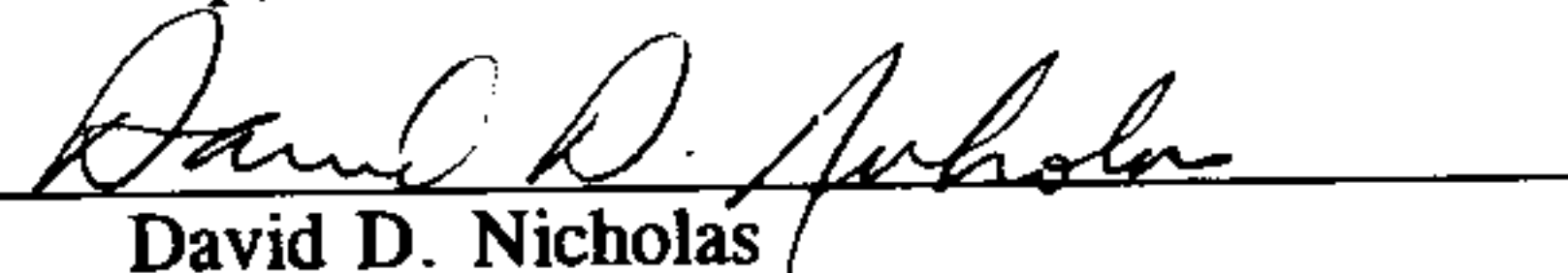


Donna N. Parks
as Member of Walk, L.L.C.



Betty W. Nicholas
as Member of Walk, L.L.C.

MADATED, LTD., a Mississippi limited
partnership, as Member of Walk, L.L.C.

By: 

David D. Nicholas

Its: General Partner

This instrument prepared by:
J. D. Duke, Esq.
Wallace, Jordan, Ratliff & Brandt
2000A SouthBridge Parkway, Suite 525
Birmingham, Alabama 35209
(205) 870-0555

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