

ARTICLES OF INCORPORATION
OF
VICTORY FRANCHISES, INC.

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is VICTORY FRANCHISES, INC.

ARTICLE II

The Corporation shall have perpetual duration.

ARTICLE III

The nature of the business or purposes to be conducted or promoted are:

(a) To act as Area Developer for Sobik Subs; to sell franchises and enter into franchise agreements with respect to fast food restaurants and stores; to engage in any aspect of the food franchise business; and to engage in any business or activity ancillary to, related to, or connected with such business.

(b) To engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

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ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares, consisting of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE V

The address of its initial registered office in the State of Alabama is #1 Victory Lane, Sterrett, Alabama, and the name of its initial registered agent at such address is Charles D. Warren.

ARTICLE VI

The Board of Directors shall have the power to make, alter or repeal the Bylaws of the Corporation at any meeting at which a quorum is present by the affirmative vote of a majority of the whole Board of Directors. Election of Directors need not be by written ballot. The names and mailing addresses of the initial Board of Directors, to serve until their successors are elected and qualified pursuant to the Alabama Business Corporation Act and the Bylaws adopted by this Corporation, are as follows:

Charles D. Warren

ARTICLE VII


The name and mailing address of the sole Incorporator is as follows:

Charles D. Warren
#1 Victory Lane,
Sterrett, Alabama 35147

ARTICLE VIII

No shareholder, by virtue of being a shareholder, shall enjoy any preemptive rights with regard to purchase of stock.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, does make these Articles and does hereby declare and certify that the facts stated herein are true, and accordingly does hereunto sign these Articles of Incorporation this ____ day of June, 1997.



Charles D. Warren

This instrument prepared by:

James L. Richey
2117 16th Avenue So
Birmingham, AL 35205
205/933-2111

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 10-2B-4.02, 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:

Victory Franchises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jim Richey, 2117 16th Ave South, Birmingham, AL 35205 for a period of one hundred twenty days beginning April 10, 1997 and expiring August 9, 1997.

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.

April 10, 1997

Date



Jim Bennett

Secretary of State



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