

ARTICLES OF INCORPORATION

OF

E2, INC.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of the Constitution and Laws of the State of Alabama, do hereby associate myself as a corporation, and hereby make, execute, and adopt the following Articles of Incorporation and hereby certify as follows:

Inst # 1999-02144

ARTICLE ONE

The name by which we have assumed to designate said Corporation shall be **E2, Inc.**, said Corporation name which will be used in the Corporation's business transactions, undertakings and dealings.

ARTICLE TWO

The duration of the Corporation is not limited to any particular period of time and shall be perpetual.

ARTICLE THREE

The nature of the business and the objections and purposes for which the Corporation is formed are as follows:

To conduct and do business as a restaurant for the sale of food and beverages, including alcoholic beverages, to members of the public for profit, as well as to do any and all lawful acts necessary, convenient or desirable for the purpose of the business hereinbefore specified and defined, or which may be incidental and pertinent thereto.

To further transact any and all other lawful business for which corporations may be incorporated under and pursuant to the provisions of Chapter 2B, Title 10, of the 1975 Code of Alabama, as amended.

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ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue shall be ONE THOUSAND (1,000) shares of common stock. The total amount of the capital stock with which the Corporation shall begin business shall be TEN THOUSAND and No/100 (\$10,000.00) DOLLARS.

ARTICLE FIVE

The holders of the capital stock of this Corporation who are entitled to vote may vote by proxy.

ARTICLE SIX

Any resolution of the Director, or of the Board of Directors, of the Corporation in regard to matters as to which he or they have power and authority to act, when reduced to writing and signed by one or more of the Directors shall be valid and binding on the Corporation and shall have the same force and effect as if duly adopted at any regular or special meeting of the Director(s).

ARTICLE SEVEN

The stockholders or Director(s) of the Corporation shall have the power to adopt By-Laws for the government and regulation of the Corporation. New By-Laws may be adopted or existing By-Laws repealed or amended, at any meeting of the stockholders or Director(s) of the Corporation by a majority vote, provided that the provisions of this Article shall be subject to all applicable laws of the State of Alabama. Any By-Laws may be adopted or repealed or amended at any time by a writing signed by all of the stockholders or all of the Director(s) of the Corporation, and By-Laws so adopted or amended shall have the same force and effect as By-Laws adopted at a regular or special meeting of the stockholders or Director(s).

ARTICLE EIGHT

The following provisions are inserted for the management of the business and for the conduct of the affairs of this Corporation and for further definition, limitation and regulation of the powers of this Corporation and of its Director(s) and stockholders:

(1) The Board of Director(s) shall have power, without the assent or vote of the stockholders, to make, alter, amend, change, add to, or repeal the By-Laws of this Corporation, subject to all applicable laws of the State of Alabama; to fix and vary the amount to be reserved for any property purposes; to authorize and cause to be executed mortgages and liens upon any part of the property of the Corporation provided it be less than substantially all; to determine the use and disposition of any surplus or net profits, and to fix the time for declaration of any payment of dividends.

(2) The Director(s), in his or their discretion, if more than one, may submit any contract or act for approval or ratification, at an annual meeting of the stockholders called for the purpose of considering any such act or contract and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of seventy-five (75%) percent of the stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of Director's interest, or for any other reason.

(3) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Director(s) are hereby empowered to exercise all such acts and things as may be exercised or done by the Corporation subject, nevertheless, to the provisions of the statutes of the State of Alabama, of these Articles, and to any By-Laws from time to time made by the stockholders; provided, however, that no By-Laws so made shall invalidate any prior act of the Director(s) which would have been valid if such By-Law had not been made.

ARTICLE NINE

Any unissued shares of stock herein authorized or hereinafter increased or created may be issued from time to time by the Corporation in such manner, amounts and proportions, and for such consideration as shall be determined from time to time by the Director(s), as may be permitted by law; and all issued shares of the capital stock of the Corporation shall be deemed fully paid and non-assessable and the holders of such shares shall not be liable thereunder to the Corporation or its creditors. The unissued shares of stock herein authorized or hereafter increased or created may be issued from time to time for such consideration as may be fixed from time to time by the Board of Director(s) of the Corporation, which may consist of money property (including stock, securities of this or any other Corporation, real property, or personal property), or services performed, and without any consent or approval of the stockholders, whether prior or subsequent. The judgment of the Board of Director(s) as to the value of any property or of any services received or resolved to be received in exchange for any issuance shall, in the absence of fraud or bad faith, shall be conclusive on all persons.

ARTICLE TEN

No contract or other transaction between the Corporation and any other Corporation shall be affected or invalidated by the fact that any Director(s) of this Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation; any director or directors, individually or jointly, may be a part or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm or association shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or are interested in, such contract, act, or transaction or in any wise connected with such persons, firm or association, and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm or corporation in which he may in any way have an interest.

ARTICLE ELEVEN

Any person, his or her heirs and/or personal representatives, made a party to any action, suit or proceeding by reason of the fact that he or she is or was as director, officer, or employee of this Corporation or of any corporation which he or she served as such at the request of this Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein except in relation to matters as to which it shall be adjudged in the action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other right to which such officer, director or employee may be entitled by law.

ARTICLE TWELVE

The location of the Corporation's registered office shall be 215 Helena Market Place, Helena, Alabama 35080. Everette L. Shoub II, shall be the Registered Agent designed by the Incorporator to be the Corporation's initial Registered Agent, said registered agent's address being 215 Helena Market Place, Helena, Alabama 35080.

ARTICLE THIRTEEN

The business and affairs of the Corporation shall be governed by a Board of Director(s) who shall be elected annually by the stockholders at the annual meeting of the stockholders. The number of Director's is fixed at one (1), or at such other number as may from time to time be fixed by the By-Laws of the Corporation. The Director(s) do not need to be stockholders of the Corporation. The By-Laws of the Corporation shall determine the officers of the Corporation, and the Board of Director(s) at its annual meeting shall elect the persons to fill the offices as determined. The Board of Director(s) may make such rules and regulations for the government of the Corporation as are not in conflict with its By-Laws or the laws of the State of Alabama. The following individual shall serve the Corporation as Director.

EVERETTE L. SHOUB II
215 Helena Market Place
Helena, Alabama 35080

ARTICLE FOURTEEN


The name and address of the Incorporator of the Corporation is as follows:

EVERETT L. SHOUB II
215 Helena Market Place
Helena, Alabama 35080

WHEREFORE, the Incorporator files his Articles of Incorporation and tenders to the Probate Judge of Shelby County, Alabama, the lawful fees and charges, and prays that these Articles of Incorporation may be examined and approved and that this Corporation may be deemed to be incorporated for the purposes herein set out.

IN WITNESS WHEREOF, the subscriber has hereunto set to these Articles of Incorporation his hand and seal, as Incorporator of the above named Corporation, on this the 15th day of

January, 1999.


Everette L. Shoub II

STATE OF ALABAMA

COUNTY OF MOBILE

I, Sue W. Ottaway, Notary Public for the State of Alabama at Large do hereby certify that Christine L. Hough whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he/she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 5th day of Jan, 1999.

Sue W. Ottaway
Notary Public

Alabama State at Large

My Commission expires: 6/30/2000

THIS INSTRUMENT PREPARED BY:

Carl E. Freman, Esquire
FREMAN & KAOUI, L.L.C.
Attorney's at Law
211 So. Cedar Street
Mobile, Alabama 36602
(334) 432-2111

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:

E2, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Carl Freman, 211 South Cedar, Mobile, AL 36602 for a period of one hundred twenty days beginning December 29, 1998 and expiring April 29, 1999.



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.

December 29, 1998

Date

Jim Bennett

Secretary of State

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