

ARTICLES OF INCORPORATION
OF
ZUD Enterprises, 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 ZUD Enterprises, Inc.

ARTICLE II

The purposes for which the Corporation is formed are:

(a) to own and operate restaurants serving sandwiches and other foods; and

(b) the transaction of any lawful business for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE III

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares, consisting of 1,000 shares of Common Stock, par value \$ 0.01 per share.

ARTICLE IV

The address of the Corporation's initial registered office in the State of Alabama is 2319 Spring Iris Drive, Birmingham, Alabama 35244 and the name of its initial registered agent at such address is Donald J. Hecklinski.

Inst # 2001-36755

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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE V

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:

Donald J. Hecklinski
2319 Spring Iris Drive
Birmingham, Alabama 35244

Donna M. Hecklinski
2319 Spring Iris Drive
Birmingham, Alabama 35244

Alan J. Hecklinski
2319 Spring Iris Drive
Birmingham, Alabama 35244

Election of Directors need not be by written ballot.

ARTICLE VI

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

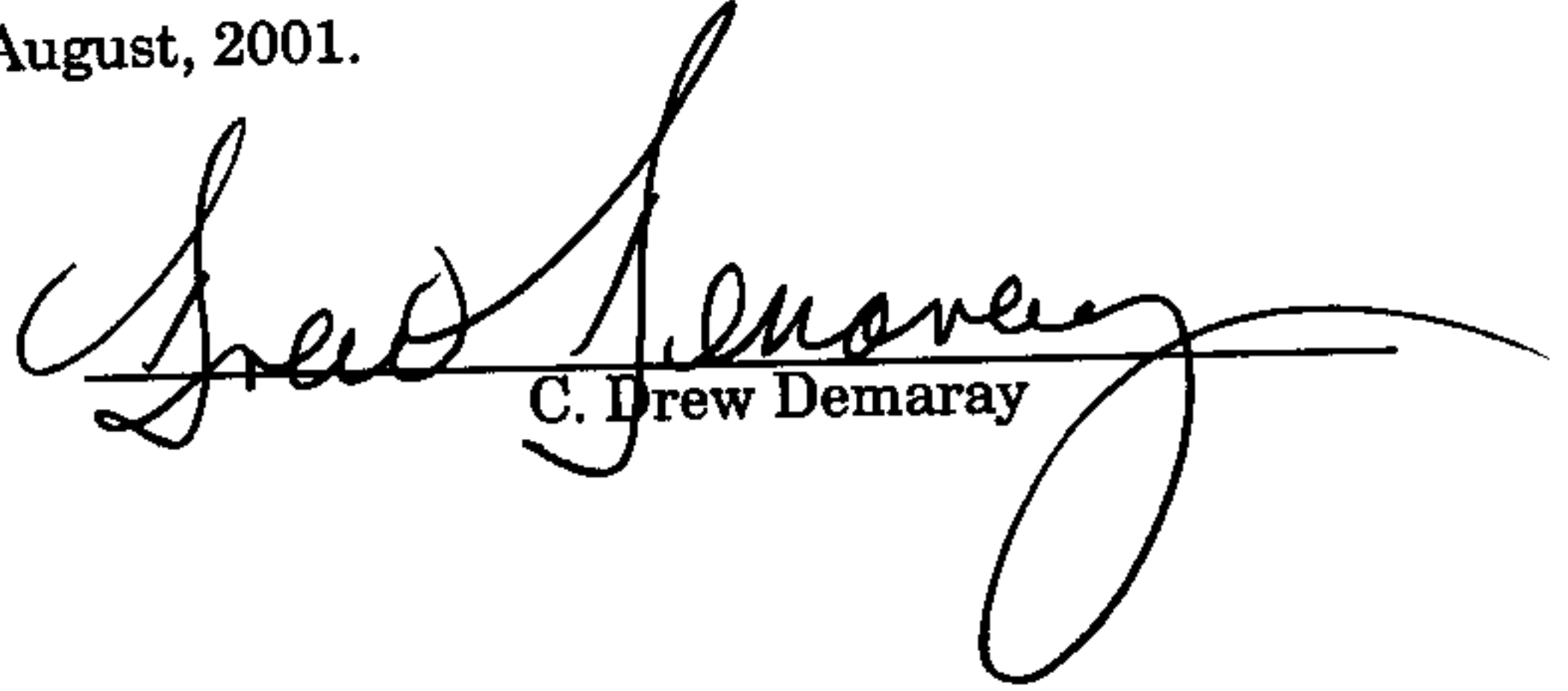
C. Drew Demaray
One HealthSouth Parkway
Birmingham, Alabama 35243

ARTICLE VII

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 27th day of August, 2001.


C. Drew Demaray

This instrument prepared by:

C. Drew Demaray, Esq.
One HealthSouth Parkway
Birmingham, Alabama 35243
(205) 969-4731

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:

ZUD Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Drew Demaray, 1 HealtSouth Pkwy, Birmingham, AL 35243 for a period of one hundred twenty days beginning July 13, 2001 and expiring November 11, 2001.



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.

July 13, 2001

Date

A handwritten signature in black ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

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