

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF INCORPORATION OF
DON PEPE, INC.

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

- ONE: The name of the Corporation is: DON PEPE, INC.
- TWO: There shall be only one class of shares and the Corporation shall have the authority to issue 100 shares of this class only.
- THREE: The street address of the Corporation's initial registered office is 230 Doug Baker Blvd., Suite 300, B'Ham, AL. 35242 and the name of the Registered Agent at that address is: Rafael Chavez.
- FOUR: The Purpose of this Corporation is: To provide a restaurant for the general public featuring Mexican Food as well as foods for the general public and to do any lawful act permitted by the Laws and Constitution of the State of Alabama, and the United States.
- FIVE: The name and address of each incorporator is:
Rafael Chavez, 1016 Windsor Parkway, Moody, AL., 35004
- SIX: The name and address of each director is:
Rafael Chavez, 1016 Windsor Parkway, Moody, AL. 35004
- SEVEN: It is the intent of the undersigned to petition the Internal Revenue Service for authority to operate as a Subchapter "S" Corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this the 29 day of August, 2003

Rafael Chavez
RAFAEL CHAVEZ

Prepared by:
H. Carl Isaacs, Jr. Attorney
1918 Winnsboro Road
Birmingham, Alabama, 35213
(205) 956-1135

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

Don Pepe, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Carl Isaacs, 1918 Winnsboro Road, Birmingham, AL 35213 for a period of one hundred twenty days beginning August 15, 2003 and expiring December 14, 2003.



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.

August 15, 2003

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley'.

Nancy L. Worley

Secretary of State