

STATE OF ALABAMA §
 § ss.
SHELBY COUNTY §

ARTICLES OF ORGANIZATION
OF
IT'S ALL IN THE BUN TUSCALOOSA, LLC

The undersigned organizer, for the purpose of forming a limited liability company under chapter 12 of title 10 of the *Code of Alabama* (1975), as amended (the "Act"), hereby files the following Articles of Organization with the Office of Probate Judge of the county in which the initial registered office of the limited liability company will be located and affirms that the facts stated in these Articles of Organization are true and correct.

SECTION 1. NAME OF COMPANY

The name of the limited liability company is It's All in the Bun Tuscaloosa, LLC (the "Company").

SECTION 2. PURPOSES

SECTION 2.1 The business of the Company shall be to own, acquire, purchase, develop, manage, franchise, and operate restaurants with the trade name Dave's Dogs (or some other name agreed to by a majority of the Members) that specialize in the sale of hot dogs.

SECTION 2.2 To guarantee, act as surety for, endorse, or act as accommodation maker for any debts of the Members; subsidiaries of the Company (regardless of the percentage of ownership interest of the Company in such subsidiary and regardless of the form of organization, e.g., corporation, partnership, limited partnership, limited liability company, etc., referred to herein collectively as "Business Organizations"); Business Organizations any portion of whose ownership interests are owned by the members; and any other persons, regardless of the presence or adequacy of the consideration to be received by the Company for so doing or the presence or adequacy of any direct or indirect benefit to the Company. "Debts" as referenced in this Section 2.2 shall include liquidated and unliquidated amounts, amounts arising ex contractu and ex delicto, and amounts fixed or contingent, and matured or unmatured, whether new, pre-existing, renewed, or extended, regardless of the terms thereof.

SECTION 3. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the initial registered office of the Company is 140 Victoria Station, Maylene, Alabama 35114. The name of the initial registered agent for service of process at the foregoing address is Richard D. McCracken.

SECTION 4. INITIAL MEMBERS

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

<i>NAME</i>	<i>MAILING ADDRESS</i>
Richard D. McCracken	140 Victoria Station Maylene, Alabama 35114
Christopher Newman	181 Brandy Drive Winfield, Alabama 35594
David H. Del Donie	4034 Indian Trail Destin, Florida 32541

SECTION 5. ORGANIZER

The name and mailing address of the organizer of the Company are as follows:

<i>NAME</i>	<i>MAILING ADDRESS</i>
Richard D. McCracken	140 Victoria Station Maylene, Alabama 35114

SECTION 6. ADDITIONAL MEMBERS

Additional members may be admitted only upon the unanimous written consent of the then existing members, as further provided in the Operating Agreement of the Company, as in effect from time to time (the "Operating Agreement").


Important Notice: Transfers of membership interests in the Company may be subject to certain restrictions set forth in the Operating Agreement.

SECTION 7. DISSOLUTION OF THE COMPANY

The Company shall not be dissolved by the cessation of membership of one or more of its members and shall otherwise be dissolved only as provided in the Operating Agreement or by the Act.

[REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY.]

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on this the 7th day of February, 2008.


Richard McCracken
Organizer

THIS INSTRUMENT PREPARED BY:

TANNER & GUIN, LLC
Counselors at Law
Capitol Park Center
2711 University Boulevard (35401-1465)
P.O. Box 3206
Tuscaloosa, Alabama 35403-3206
Telephone: (205) 633-0200
Facsimile: (205) 633-0290