

ARTICLES OF INCORPORATION
OF
CHICKEN SCRATCH HOLDINGS, INC.

1. The name of the corporation is Chicken Scratch Holdings, Inc.
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are to own, operate and manage quick service restaurants, including but not limited to business operations, administration, accounting, management and marketing for restaurants; and to engage in any lawful act or activity for which a corporation may be organized under the Alabama Business Corporations Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is 2000 shares of common stock, par value of \$1.00 per share.
5. The location and mailing address of the initial registered office of the corporation is 5254 Cahaba Valley Cove, Birmingham, Alabama 35242 and the name of its initial registered agent at this address is Courtney H. Mason, Jr.
6. The number of directors constituting the initial board of directors of the corporation is 4, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Courtney H. Mason, Jr.	5254 Cahaba Valley Cove Birmingham, AL 35242
Carolyn B. Mason	5254 Cahaba Valley Cove Birmingham, Alabama 35242
Russell Pate	3335 Indian Crest Drive Pelham, AL 35124
Courtney Pate	3335 Indian Crest Drive Pelham, AL 35124

7. The names and addresses of the incorporators of the corporation are

Courtney H. Mason, Jr.

5254 Cahaba Valley Cove
Birmingham, AL 35242

Russell Pate

3335 Indian Crest Drive
Pelham, AL 35124

8. Each shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

The undersigned, acting as the incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this the 28th day of August, 2009.



Courtney H. Mason, Jr.

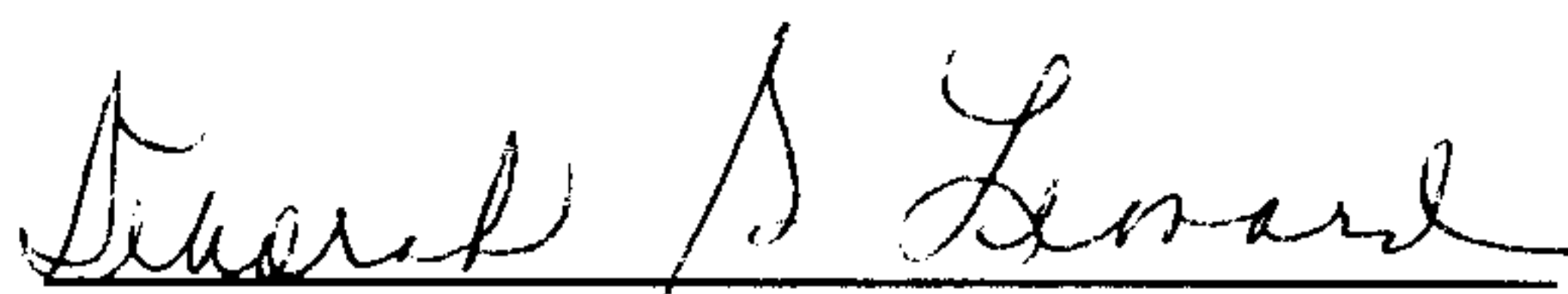


Russell Pate

State of Alabama)
County of Shelby)

I, the undersigned, a Notary Public in and for said County and said State, hereby certify that Courtney H. Mason, Jr and Russell Pate, whose names are signed to the foregoing Articles of Incorporation and who are known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Incorporation, they executed the same voluntarily and as their act on the day the same bears date.

Given under my hand and official seal this the 28th day of August, 2009



Notary Public

My commission expires: 3-13-12

Beth Chapman
Secretary of State

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Shelby Cnty Judge of Probate, AL
08/31/2009 12:36:47 PM FILED/CERT

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

STATE OF ALABAMA

I, Beth Chapman, 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:

Chicken Scratch Holdings, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Courtney H. Mason, Jr., 1904 Indian Lake Drive, Birmingham, AL 35244 for a period of one hundred twenty days beginning August 20, 2009 and expiring December 19, 2009.



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 20, 2009

Date

Beth Chapman
Beth Chapman Secretary of State