


CERTIFICATE OF FORMATION

OF

FSE MISSISSIPPI, LLC


20111010000300340 1/4 \$156.00
Shelby Cnty Judge of Probate, AL
10/10/2011 11:51:41 AM FILED/CERT

Pursuant to the Alabama Limited Liability Company Law as set forth in Chapter 1 and Chapter 5 of the Alabama Business and Nonprofit Entity Code, the undersigned hereby adopts the following Certificate of Formation:

ARTICLE I NAME

The name of the limited liability company is FSE Mississippi, LLC (the "Company").

ARTICLE II TYPE

The Company is a limited liability company.

ARTICLE III DURATION

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Business and Nonprofit Entity Code or the Operating Agreement of the Company.

ARTICLE IV PURPOSES

The purposes for which the Company is formed are:

- (a) To own, operate and/or manage a food service company and generally to do all things necessary, pertinent, convenient and/or incidental thereto;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, management and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Alabama Limited Liability Company Law.

ARTICLE V REGISTERED OFFICE; REGISTERED AGENT

The location and street address of the initial registered office of the Company shall be 208 Cloverdale Circle, Alabaster, Alabama 35007, and its registered agent at such address shall be Christopher D. Craddock.


ARTICLE VI ORGANIZER

The name and mailing address of the Organizer is:

Norman M. Orr, Esq.
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203

ARTICLE VII ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company.


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ARTICLE VIII
DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP


The cessation of membership of one or more members of the Company will not result in the dissolution of the Company.

IN WITNESS WHEREOF, this Certificate of Formation has been executed as of the 10th day of October, 2011, by the undersigned, as its Organizer, who affirms that the statements made herein are true under the penalties of perjury.



Norman M. Orr, Esq., Organizer

This document prepared by:
Norman M. Orr, Esq.
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203



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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

FSE Mississippi, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Burr & Forman LLP c/o Ellen Prescott, 420 No. 20th
St., Ste. 3400, Birmingham, AL 35203 for a period of one hundred twenty days
beginning October 7, 2011 and expiring February 4, 2012.



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**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.**

October 7, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State