

ARTICLES OF INCORPORATION

OF

LACHELE'S, INC.

The undersigned, acting as incorporator(s) of a corporation under the Code of Alabama, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is LACHELE'S, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To engage in restaurant business in wholesale or retail food, catering services, food supplies and other commodities and properties in connection therewith.

(b) To purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of and to deal and tract in goods, wares, merchandise, and personal property of any and every class and description and wherever situated.

(c) To buy, sell, mortgage, rent, improve, exchange, and otherwise acquire, hold, dispose of and deal in real property, both improved and unimproved; to build, repair, and alter houses and other buildings thereon and to manage, develop, improve and subdivide, either into residential or business subdivisions, real property.

(d) To undertake and carry on any business, transaction, or operation commonly undertaken or carried on by manufacturers, processors, financiers, and contractors, and generally to enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business works, contracts, undertakings and operations.

(e) To raise money by the issuing of shares and otherwise, to borrow money for its corporate purposes and to make, accept, endorse, guarantee, execute, issue bonds, bills of exchange and other obligations and to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness and any other property held by it, and to invest money so raised, borrowed or otherwise obtained in carrying out the objects of the corporation heretofore enumerated.

(f) To carry on any or all of its operations and business and to promote its objects within the State of Alabama or elsewhere, without restrictions as to place or amount and to do any or all of the things therein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, along or in company with others.

(g) And generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama; and in addition to the objects stated aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

The objects and purposes specified in each subparagraph of Paragraph 3 shall, unless otherwise expressly provided, be in no wise limited by reference

to, or inference from, the terms of any other subparagraph of Paragraph 3, each of such subparagraphs being regarded as creating independent objects and purposes. All words and clauses appearing in this Paragraph 3 are used in their broadest sense and shall be so construed. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business or banking or that of a trust company, or the business of insurance.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100 shares

consisting of one class of common stock with a par value of Ten and no/100 (\$10.00) Dollars per share.

FIFTH: Provisions for the regulation of internal affairs of the corporation are: Not applicable

SIXTH: The address of the initial registered office of the corporation is Highway 25, Wilsonville, Alabama

and the name of its initial registered agent at such address is Myrtice Smith

SEVENTH: The number of directors constituting the initial board of directors of the corporation is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Larry Stricklin	17308 Northwood Lake, Northport, Al. 35476
Michele Stricklin	17308 Northwood Lake, Northport, Al. 35476
Myrtice Smith	Route 1, Box 25, Shelby, Al. 35143
Charles B. Smith	Route 1, Box 25, Shelby, Al. 35143

EIGHTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Larry Stricklin	17308 Northwood Lake, Northport, Al. 35476
Michele Stricklin	17308 Northwood Lake, Northport, Al. 35476
Myrtice Smith	Route 1, Box 25, Shelby, Al. 35143
Charles B. Smith	Route 1, Box 25, Shelby, Al. 35143

Dated 2/19, 19 83

Larry Stricklin
Incorporator, Larry Stricklin

Michele Stricklin
Incorporator, Michele Stricklin

Myrtice Smith
Incorporator, Myrtice Smith

Charles B. Smith
Incorporator, Charles B. Smith

SUBSCRIPTION AGREEMENT

We, the undersigned, do hereby severally subscribe for and agree to take and pay for the amount of stock set opposite our respective names, said stock to be issued by LACHELE'S, INC.

_____, an Alabama Corporation (the "Corporation"). We understand and agree that the capital stock subscribed for is to be paid for in full at such time, or in such installments and at such times, as shall be determined by the Board of Directors and that upon payment by each of us a certificate or certificates will be issued for the number of shares for which we have severally subscribed. Any call made by the board of directors for payment on subscriptions shall be uniform as to all shares of the same class. In case of default in the payment of any installment or call when due, the Corporation may proceed to collect the amount due in the same manner as any debt due the Corporation.

We further understand and agree that the by-laws of the Corporation may prescribe other penalties for failure to pay installments or calls that may become due, but no penalty working a forfeiture of a subscription, or of the amounts paid thereon, shall be declared against any subscriber unless the amount due thereon remains unpaid for a period of 20 days after written demand has been made therefor. If mailed, such written demand shall be deemed to be made when deposited in the United States mail in a sealed envelope addressed to the subscriber at his last post office address known to the Corporation, with postage thereon prepaid.

In the event of the sale of any shares by reason of any forfeiture, the excess of proceeds realized over the amount due and unpaid on such shares shall be paid to the delinquent subscriber or to his legal representative.




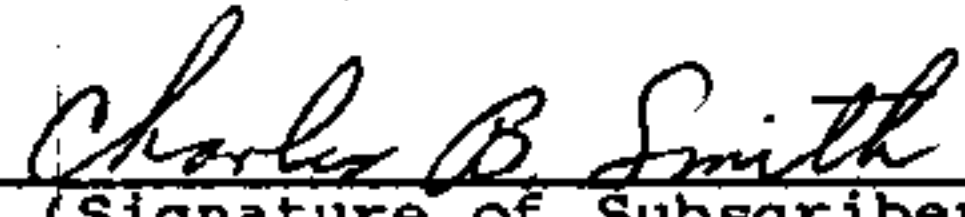
Common Stock at \$ 10.00 per share

<u>Name of Subscriber</u>	<u>Number of Shares Subscribed For</u>	<u>Consideration</u>
<u>Larry Stricklin</u>	<u>51 shares</u>	<u>\$510.00</u>
<u>Michele Stricklin</u>	<u>20 shares</u>	<u>\$200.00</u>
<u>Myrtice Smith</u>	<u>20 shares</u>	<u>\$200.00</u>
<u>Charles B. Smith</u>	<u>9 shares</u>	<u>\$ 90.00</u>

Preferred Stock at \$ _____ per share

<u>Name of Subscriber</u>	<u>Number of Shares Subscribed For</u>	<u>Consideration</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

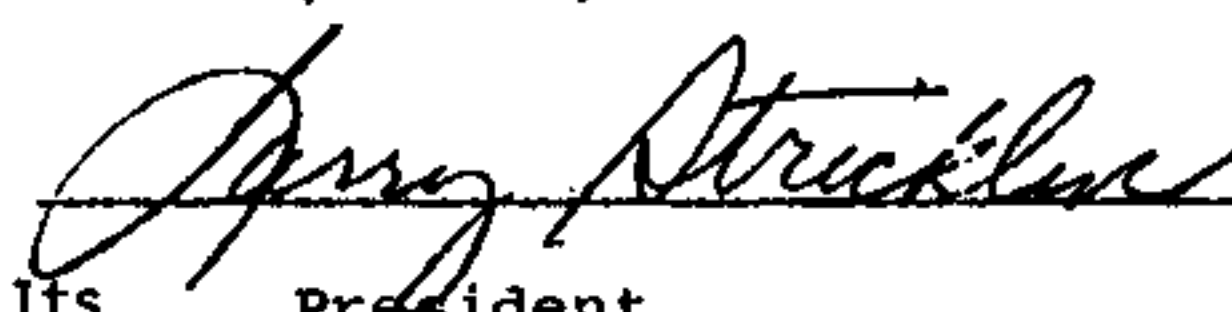
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<u></u> (Signature of Subscriber), Larry Stricklin	<u>2/19/83</u> (Date)
<u></u> (Signature of Subscriber), Michele Stricklin	<u>2/19/83</u> (Date)
<u></u> (Signature of Subscriber), Myrtice Smith	<u>2-24-83</u> (Date)
<u></u> (Signature of Subscriber), Charles B. Smith	<u>2-23-83</u> (Date)

Accepted, this

2-24-83
(Date)

LACHELE'S, INC.
(Name of Corporation)

By: 
Its President



STATE OF ALABAMA

I, Don Siegelman, 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 10-2A-26, Code of Alabama 1975, the corporate name _____

Lachele's, Inc.

is reserved as available based only upon an examination of the corporation records

on file in this office for the exclusive use of Lachele's, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic

corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's

office does not assume any responsibility for the availability of the corporate

name requested nor for any duplication which might occur.

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.

February 3, 1983 - expires 6-4-83

Date

Don Siegelman

Secretary of State

OFFICE OF THE JUDGE OF PROBATE SHELBY COUNTY, ALABAMA

CERTIFICATE OF INCORPORATION

OF

LACHELE'S, INC.

The undersigned, as Judge of Probate, Shelby County, Alabama, hereby certifies that Articles of Incorporation for the incorporation of LACHELE'S, INC.

duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and are found to conform to law and that the name of the corporation is now reserved with the Secretary of State of Alabama under reservation No. _____.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of LACHELE'S, INC.

and attaches hereto a certified copy of the Articles of Incorporation.

Dated MARCH 1st, 1983.

Thomas A. Snowden, Jr.
Judge of Probate

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1983 MAR -1 AM 8:14

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Fee 25.00
Jud 1.00
26.00