

ARTICLES OF INCORPORATION

OF

BLUE HOUSE, INC.

KNOW ALL MEN BY THESE PRESENTS, that I(we) the undersigned, desiring to become a body corporate for the purposes hereafter stated, under and pursuant to the Provision of the Alabama Business Corporation Act of 1981, and amended, do hereby certify as follows:

ARTICLE ONE

The name of the corporation shall be: BLUE HOUSE, INC.

ARTICLE TWO

The nature of the business and objects for which this corporation is formed are as follows:

(a) To operate a restaurant, and to sell alcoholic beverages at said restaurant.

(b) To enter into, make and perform contracts, and agreements of every kind for any lawful purpose, and with any person, firm, corporation, municipality, or political body, whether related to the above described businesses of not; and generally to carry on any and every lawful business which a corporation is permitted to do.

(c) To purchase, acquire, hold, own, mortgage, sell, convey, lease or otherwise deal in real and personal property of every class and description in any state, district, territory, colony or foreign country, subject to the laws of such state, district, territory, colony or foreign country.

(d) In furtherance and not in limitation of the aforesaid objects, to carry on any lawful business and to do anything convenient in connection with the carrying on of such business; and to do business in the State of Alabama, or any other state of the United States.

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J. Harlan Loebe
2911 Calabash Rd.
Birmingham, AL 35223

ARTICLE THREE

The initial registered office of the corporation is 1318 Montevallo Road, Alabaster, Alabama 35007, and the name of the initial registered agent at such address is Frederick J. Rubens. The corporation may maintain such other offices elsewhere, within or outside the State of Alabama, as its Board of Directors may from time to time determine.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of par value of One and no/100 Dollar (\$1.00) each.

ARTICLE FIVE

The name and addresses of the incorporators and the number of shares of stock subscribed for are as follows:

NAME	ADDRESS	SHARES
Frederick J. Rubens	106 Meadowgreen Drive Montevallo, AL 35115	500
Stephanie H. Rubens	106 Meadowgreen Drive Montevallo, AL 35115	500

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is two, and the names and addresses of the person who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

NAME	ADDRESS
Frederick J. Rubens	106 Meadowgreen Drive Montevallo, AL 35115
Stephanie H. Rubens	106 Meadowgreen Drive Montevallo, AL 35115

ARTICLE SEVEN

The names and addresses of the officers of the corporation chosen for the first year are as follows:

NAME	ADDRESS	OFFICE
Frederick J. Rubens	106 Meadowgreen Drive Montevallo, AL	President
Stephanie H. Rubens	106 Meadowgreen Drive Montevallo, AL	Secretary/ Treasurer

ARTICLE EIGHT

The duration of the corporation shall be perpetual.

ARTICLE NINE

The stockholders shall not be personally liable for the payment of the corporation's debts and obligations to any extent whatsoever.

ARTICLE TEN

The corporate powers of the corporation shall be exercised by the Board of Directors, except as otherwise provided by law. The date on which the directors' meetings shall be held, the number of directors and their terms of office, and the terms of office of the officers, and the powers and duties of the officer shall be fixed by the bylaws of the corporation. Other offices and those named herein may be created by the bylaws of the corporation and filled by the Board of Directors. The corporation shall have power to make bylaws for the regulation and government of the corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and the laws of the State of Alabama.

ARTICLE ELEVEN

The corporation reserves the right to create any preferred or special class of stocks and bonds and to amend or repeal any provisions contained in the certificate of incorporation or any amendment thereof, in the manner now or hereafter provided by the laws of the State of Alabama. All rights of the stockholders of the corporation are created subject of the aforesaid reservations.

ARTICLE TWELVE

This corporation shall have the right to purchase shares of its own capital stock from time to time in such amounts and at such prices as may be fixed by the Board of Directors at that time acting; and may either retire such stock so acquired or hold the same as treasury stock subject to later reissue, as the said Board of Directors may desire.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to this Certificate of Incorporation, this the 9th day of March, 1982.

Jeanne Wood
WITNESS

Robert H. Rubens Jr.

Jeanne Wood
WITNESS

Robert H. Rubens Jr.

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Blue House, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of J. Haran Lowe, 2911 Cahaba Road, Birmingham, AL 35223 for a period of one hundred twenty days beginning February 26, 1992 and expiring June 26, 1992.

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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.

February 26, 1992

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY County

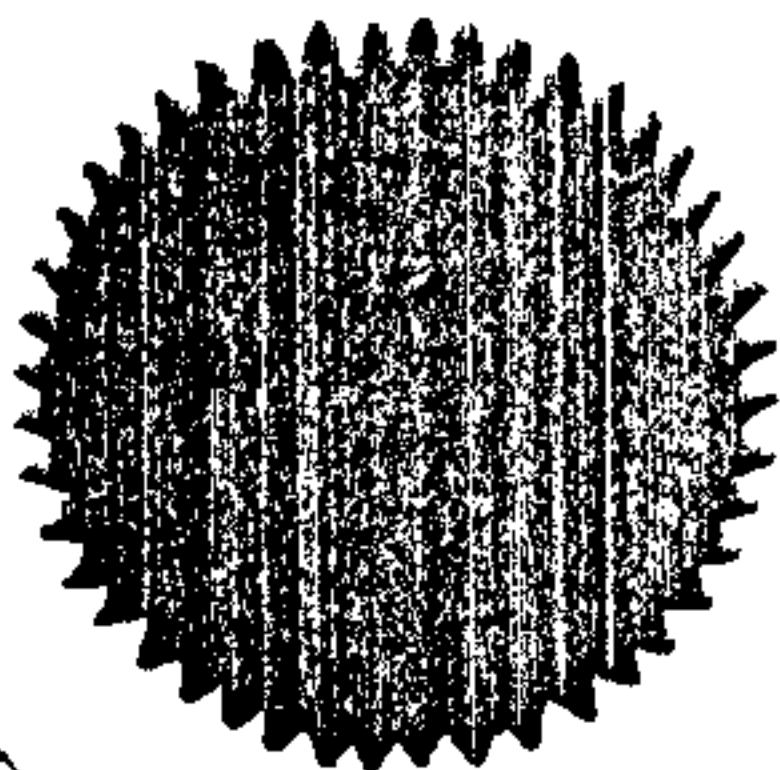
CERTIFICATE OF INCORPORATION OF

BLUE HOUSE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of BLUE HOUSE, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

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 BLUE HOUSE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of MARCH, 19 92.



ALL OF ALA. SHELBY
I CERTIFY THIS
DOCUMENT WAS

92 MAR 10 AM 8:19

Judge of Probate

Thomas A. Snowden, Jr.

Judge of Probate

Rec 35.00
Jud 3.00
38.00