ARTICLES OF INCORPORATION

OF

BS PUB & GRILLE, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is BS PUB & GRILLE, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purposes for which the corporation is organized are:

(a) To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to transact any and all lawful business for which corporations may be incorporated under Section 10-2(a)-1 et seq. of the Code of Alabama, 1975 as amended.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One Thousand (1,000), all of which shall be common shares with par value of One Dollar (\$1.00) per share.

B5 Puh + Drille 2015 Valleydale Rd Duite 7 Pelkam al 35124

BOOK 046 PAUE 866

ARTICLE V. LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office shall be 2005 Valleydale Road, Suite 7, Pelham, Alabama 35124, and the name of the initial registered agent at such address shall be Susan L. Williams.

ARTICLE VI. DIRECTORS

The corporation shall operate with no less than two (2) directors. The names and addresses of the initial Board of Directors who shall serve until predecessors have been elected is as follows:

Susan L. Williams

606 Breckenridge Park

Helena, Alabama 35080

Deloris Williams

105 Joyce Lane

Ashland City, Tennessee 37015

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

E. Farley Moody, II

Suite 200-A

100 Vestavia Office Park

Birmingham, Alabama 35216

ARTICLE VIII. ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders, or any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors, or of the stockholders, or of the committee, if applicable, and if such written consent is filed with the minutes of proceedings of the Board of Directors, the stockholders, or the

committee,	whichever	is	appl	icab	le.
------------	-----------	----	------	------	-----

I, the undersigned, being the incorporator, have subscribed my name this start day of April , 1992.

E. Farley Moody, II

CTATE OF ANLABAWA

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:

BS PUB & GRILLE, INC.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Karen Bradberry, 100 Vestavia Office Pk - Ste 200A, Birmingham, AL 35216 for a period of one hundred twenty days beginning March 10, 1992 and expiring July 9, 1992.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Scal of the State, at the Capitol, in the City of Montgomery, on this day.

March 10, 1992

Date

Billy Joe Camp

Secretary of State

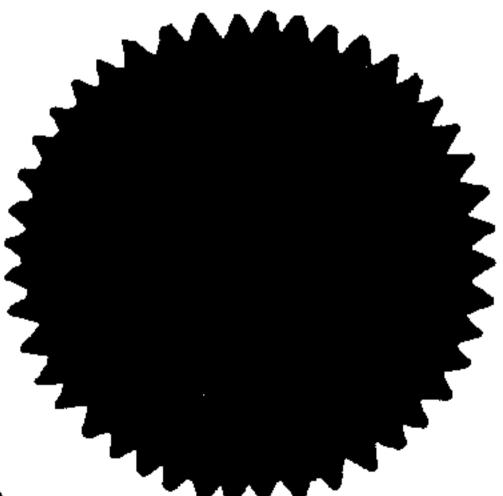
State of Alabama

annt Du	County
 SHELBY	 - CALLERY

CERTIFICATE OF INCORPORATION

OF

BS PUB & GRILLE, INC.
The undersigned, as Judge of Probate ofSHELBYCounty
State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for th
incorporation of BS_PUB_& GRILLE, INC, dul
signed pursuant to the provisions of the Alabama Business Corporation Act, have bee
received in this office and are found to conform to law.
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authorit
vested in him by law, hereby issues this Certificate of Incorporation of
BS PUB & GRILLE, INC, and attache
hereto a duplicate original of the Articles of Incorporation.
GIVEN Under My Hand and Official Seal on this the10th day of
, 19 <u>92</u>
Thomas a. Snowden In
Judge of Probate



BUOK (146 1444 S60

04/10/1992 4186

O2:46 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HCD 88.00