

ARTICLES OF INCORPORATION
OF
PIZZA VILLAGE, INC.

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

ARTICLE ONE

NAME

The name of the corporation is PIZZA VILLAGE, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is and the transaction of any and all lawful business for which corporations may be incorporated under Sec. 10-2A-1, et seq. ^{Inst # 1992-31063} the Code of Alabama.

Mickey Johnson

1 12/23/1992-31063
09:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 KCD 88.00

ARTICLE FOUR
CAPITAL STOCK

The total authorized capital stock shall be One Thousand and No/100 (\$1,000.00) Dollars, consisting of One Thousand shares of common stock of par value of One and No/100 (\$1.00) Dollar per share. All stock shall be common stock and non-assessable.

ARTICLE FIVE
NAME OF INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ARVIL JEROME WEBSTER
565 B Hwy. 119
Alabaster, Alabama 35007

ARTICLE SIX
LOCATION OF INITIAL REGISTERED OFFICE

The location of the initial registered office of the corporation is: 565 B Hwy. 119, Alabaster, Alabama 35007.

ARTICLE SEVEN
DIRECTORS

The corporation shall operate with no less than one (1) director.

The name and address of the initial Board of Directors who shall serve until predecessors have been elected are as follows:

Arvil Jerome Webster, 565 B Hwy. 119, Alabama 35007

Debra Joyce Webster, 565 B Hwy. 119, Alabaster, Alabama 35007

ARTICLE EIGHT

OFFICERS

The name and address of the initial Officers who shall serve until predecessors have been elected are as follows:

Arvil Jerome Webster, President

565 B Hwy 119, Alabaster, Alabama 35007

Debra Joyce Webster, Vice President/Secretary

565 B Hwy 119, Alabaster, Alabama 35007

ARTICLE NINE

INCORPORATORS

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

NAME & ADDRESS	NO. OF SHARES	AMOUNT
Arvil Jerome Webster 565 B Hwy 119 Alabaster, Alabama 35007	500	\$ 500.00

Debra Joyce Webster
565 B Hwy 119
Alabaster, Alabama 35007

500

\$500.00

ARTICLE TEN

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 of any committee thereof, may be taken without meeting with the written consent thereto as signed by all the members of the Board of Directors or of the stockholders or of the committee, if applicable, and if such consent is filed with the minutes of the proceedings of the Board of Directors, the stockholders or the committee, whichever is applicable.

ARTICLE ELEVEN

MISCELLANEOUS

Attached hereto as Exhibit "A" is the statement under oath of Arvil Jerome Webster and Debra Joyce Webster the persons designated herein as agents to receive subscriptions for capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed for and paid in.

We, the undersigned, being the incorporators, have subscribed our

names this the 22nd day of December, 1992.

Arvil Jerome Webster
ARVIL JEROME WEBSTER

Debra Joyce Webster
DEBRA JOYCE WEBSTER

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County and State at Large, hereby certify that Arvil Jerome Webster and Debra Joyce Webster 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 Articles of Incorporation they executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 22nd day of December, 1992.

Cheryl J. Hill
NOTARY PUBLIC
My Commission Expires: 2/21/93

THIS INSTRUMENT WAS PREPARED BY:

RONNIE H. BLACKWOOD
ATTORNEY AT LAW
P.O. BOX 430
PELHAM, ALABAMA 35124
(205) 663-7000

Exhibit "A"
SUBSCRIPTION LIST

We, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite our respective names, or the capital stock of Pizza Village, Inc., a corporation organized

under the laws of the State of Alabama.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Arvil Jerome Webster	500	\$ 500.00
Debra Joyce Webster	500	\$ 500.00

Arvil Jerome Webster
ARVIL JEROME WEBSTER

Debra Joyce Webster
DEBRA JOYCE WEBSTER

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, Cheryl J. Hill, a Notary Public, in and for said State of Alabama at Large personally appeared Arvil Jerome Webster and Debra Joyce Webster, who are known to me and who being by me first duly sworn deposes and says that they are the persons designated by the incorporators of Pizza Village, Inc., subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporators thereof; that the said incorporators have paid in full for such shares of stocks set opposite their respective names on said subscription list in the manner therein described.

Arvil Jerome Webster
ARVIL JEROME WEBSTER

Debra Joyce Webster
DEBRA JOYCE WEBSTER

Sworn to and subscribed to before me on this the 22nd day of December, 1992, witness my hand and seal of office.

Cheryl J. Hill
NOTARY PUBLIC
STATE OF ALABAMA AT LARGE
My Commission Expires: 2/21/93

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:

Pizza Village, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mickey Johnson, P O Box 430, Pelham, AL 35124 for a period of one hundred twenty days beginning November 30, 1992 and expiring March 31, 1993.



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.

November 30, 1992

Date

A handwritten signature in cursive script, appearing to read 'Billy Joe Camp', is written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

PIZZA VILLAGE, 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 PIZZA VILLAGE, 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 PIZZA VILLAGE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23rd day of DECEMBER, 19 92.

Thomas A. Snowden Jr.

Judge of Probate

Inst # 1992-31063

12/23/1992-31063
09:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 88.00