

ARTICLES OF INCORPORATION
AND
CERTIFICATE OF INCORPORATION
OF
CARNIVAL SPIRIT, INC.

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, LISA G. GREEN, who is over the age of 21 years, and who desire to organize a body corporate under the laws of the State of Alabama, and being subscribers to the capital stock of the corporation hereby organize, make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is CARNIVAL SPIRIT, INC. and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

4. The objects and purposes for which the corporation is formed are:

A. To buy, sell and deal in and with beer, liquor, malts, malt liquor, spirits, wine and any and all types of

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alcoholic beverages and to sell the same to the public and to carry on the business of operating, maintaining and conducting a lounge and to exercise under the laws of the State of Alabama all such incidental powers as may be necessary to carry on said business; to buy and sell food and food products; to hire and promote different types of bands and other entertainment to facilitate the carrying on of the business of a lounge and selling alcoholic beverages for consumption on the premises where said business is operated.

B. To construct, acquire, hire, hold, lease, sub-lease buildings, appliances and equipment suitable for the carrying on of the business of operating lounge open to the public for the sell of alcoholic beverages on the premises of said lounge.

C. To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

D. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinafter set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

E. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United

States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or foreign country, in which one or more of such purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

F. The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be; 3569 PELHAM PARKWAY
PELHAM, ALABAMA 35124

6. The amount of total authorized capital stock of the corporation shall be \$1000.00 - Divided into 100 shares of common stock having a par value of \$10.00 per share. The amount of paid in stock with which the corporation shall begin business shall be \$1000.00, contributed as follows:

A. Stockholder LISA G. GREEN shall be the holder and owner of 100 shares of common stock, which have

been paid for in lawful currency in the amount of \$1000.00, paid by her.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation or to any other holders of securities of the corporation or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books, and in accord with the Stockholders' Agreement executed contemporaneously herewith.

7. The names and addresses of the incorporators and the number of shares subscribed by each are as follows:

LISA G. GREEN	100 SHARES	\$1000 - CASH
3569 PELHAM PARKWAY		
PELHAM, ALABAMA 35124		

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize and equitable or other claim to or interest in

said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The initial registered office of the corporation is:
3569 PELHAM PARKWAY, PELHAM, ALABAMA 35124.

11. The initial registered agent for the corporation shall be
LISA G. GREEN

12. The name and address of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

LISA G. GREEN, PRESIDENT/VICE-PRESIDENT
SECRETARY/TREASURER

13. Attached hereto, marked Exhibit "A" and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

IN WITNESS WHEREOF, the undersigned incorporators have
hereunto subscribed their names to this Certificate of
Incorporation this the 8th day of February, 1995.



LISA G. GREEN
ITS: PRESIDENT/VICE-PRESIDENT

EXHIBIT "A"
SUBSCRIPTION LIST TO THE CAPITAL STOCK
OF
CARNIVAL SPIRIT, INC.
A CLOSE CORPORATION

The undersigned, do subscribe for and agree to pay for the number of shares of common capital stock of CARNIVAL SPIRIT, INC., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite his name hereunder and to pay therefor in the following manner:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>MANNER OF PAYMENT</u>
LISA G. GREEN	100	CASH (\$1000.00)

STATE OF ALABAMA

I, Jim Bennett, 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:

Carnival Spirit , Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William E Swatek, 230 Bearden Road, Pelham, AL 35124 for a period of one hundred twenty days beginning January 25, 1995 and expiring May 26, 1995.



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.

January 25, 1995

Date

Jim Bennett

Jim Bennett

Secretary of State

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