

ARTICLES OF INCORPORATION  
OF  
BRANGUS SOUTHEAST, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the corporation is Brangus Southeast, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are: to transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act as amended including, but not limited to, food and beverage preparation and service, and any and all activities related thereto.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is: Five Thousand (5000) shares of common stock, par value of \$1.00 per share.

FIFTH: The address of the initial registered office of the corporation is: 1961 Lakemont Drive, Hoover, AL, 35244, and the initial registered agent at such address is: Donald Westerhold.

SIXTH: The number of directors consisting of the initial board of directors of the corporation is three, being the three incorporators listed below, and the name and address of the person who is to serve as chairman of the board until his successor is elected and shall qualify is: Donald Westerhold.

SEVENTH: The names and addresses of the incorporators are:

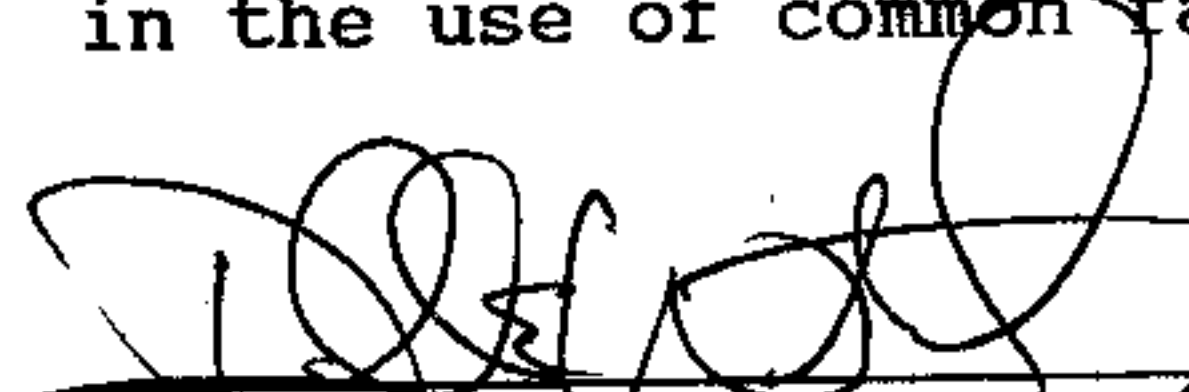
Donald Westerhold, 1961 Lakemont Drive, Hoover, AL, 35244, who has subscribed for Eight Hundred and Seventy (870) shares; Mark D. McPherson, 1966 Lakemont Drive, Hoover, AL, 35244, who has subscribed for Eight Hundred and Fifteen (815) shares; and Mark Duecker, 16327 Audubon Village Drive, Grover, MO, 63040, who has subscribed for Eight Hundred and Fifteen (815) shares.

EIGHTH: Each shareholder shall have a preemptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

NINTH: The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of the unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

TENTH: The corporation shall have and may exercise any and all powers which a corporation incorporated under the Alabama Business Corporation Act may have and exercise. Without in any way limiting the foregoing, this corporation shall have the power to endorse, or otherwise guarantee, or become a surety with respect to, obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance

of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this corporation, or (B) in which this corporation owns stock, or (C) in which any one or more persons who own stock in this corporation also own stock, or (D) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations, evidences of indebtedness, or contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services. *Carol B. Lubinski*  
4-8-96

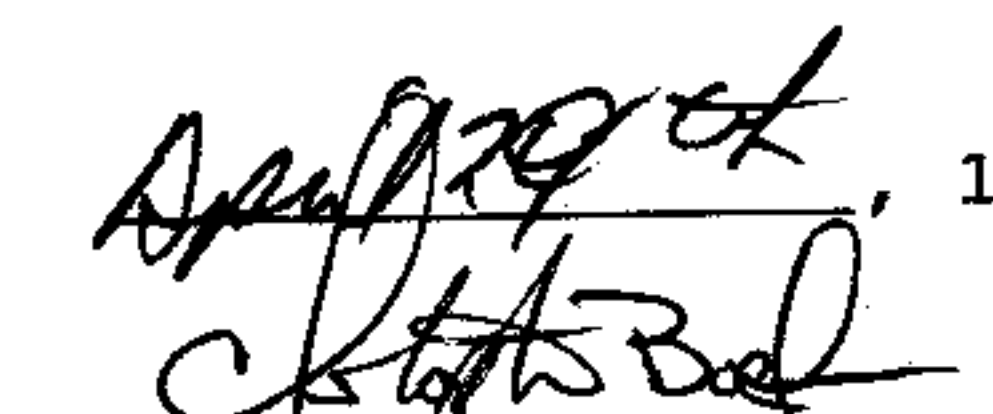
  
DONALD WESTERHOLD

  
MARK DUECKER

  
MARK D. MCPHERSON

DATED: *April 29th*, 1995.

3

  
CHRISTOPHER BOEHM  
4-4-97

# 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 10-2B-4.02, 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:

Brangus Southeast, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Craig Izard, P O Box 130277, Birmingham, AL 35213 for a period of one hundred twenty days beginning March 28, 1995 and expiring July 27, 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.

March 28, 1995

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

Inst # 1995-11762

05/05/1995-11762  
10:48 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 MCD 90.00