

ARTICLES OF INCORPORATION
OF
TACALA NORTH, INC.

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Tacala North, Inc.

SECOND: The aggregate number of shares which the corporation shall have authority to issue is Two Thousand Seven Hundred (2,700) shares of common stock of the par value of One Dollar (\$1.00) per share, which stock shall be divided into two (2) classes as follows: 2,500 shares of Class A common stock, and 200 shares of Class B common stock. The Class A common stock and Class B common stock shall be identical in all respects, except that the holders of Class B common stock shall have no voting power for any purpose whatsoever, and the holders of Class A common stock shall, to the exclusion of the holders of Class B common stock, have full voting power for all purposes; provided, however, that the foregoing denial of voting rights to the holders of Class B common stock shall not to any extent be inconsistent with the provisions of the Alabama Constitution and the Alabama Business Corporation Act, as either or both of which may be amended from time to time. No shares of Class A common stock or Class B common stock (including treasury shares of either class) in the corporation shall be issued without the consent of the holders of a majority of the Class A common stock then issued and outstanding.

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THIRD: The address of the initial registered office of the corporation is 500 Chase Park South, Suite 130, Birmingham, Alabama 35244, and the name of its initial registered agent at such address is Richard D. Reese.

FOURTH: The name and address of the incorporator is:

Richard D. Reese
500 Chase Park South
Suite 130
Birmingham, Alabama 35244

FIFTH: The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Richard D. Reese	500 Chase Park South Suite 130 Birmingham, Alabama 35244
Donald M. Ghareeb	500 Chase Park South Suite 130 Birmingham, Alabama 35244

SIXTH: The purposes for which the corporation is organized are as follows:

(a) To buy, sell, distribute and deal in food and beverages; to process and package food products; and generally, to prepare food and related items for public and/or private guests in restaurants;

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;

(c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

SEVENTH: No shareholder of the corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

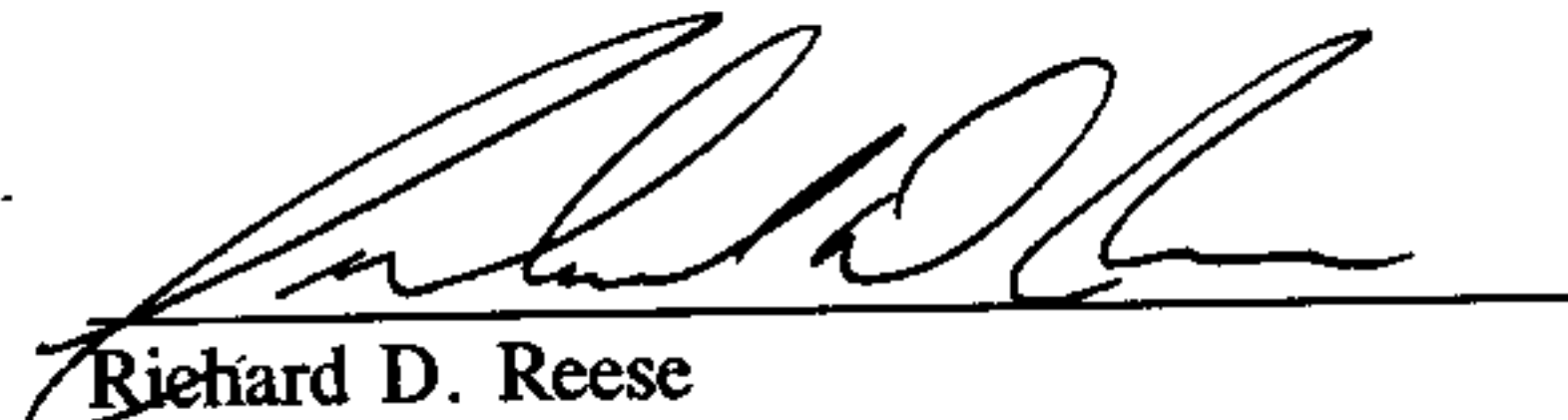
EIGHTH: A director of the corporation shall have no liability to the corporation or its shareholders for money damages for any action taken, or any failure

to take any action, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

NINTH: The period of the corporation's duration is perpetual.

TENTH: The shareholders of the corporation reserve the right to adopt the initial By-laws of the corporation. The Board of Directors of the corporation is expressly authorized to alter, amend, or repeal the By-laws; but the By-laws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the shareholders is given.

DATED: October 24, 1995.


Richard D. Reese
Incorporator

This document prepared by:
Bruce A. Rawls
Burr & Forman
P.O. Box 830719
Birmingham, Alabama 35283-0719

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:

Tacala North, Inc.

This domestic corporation name is proposed to be incorporated in ^{Shelby} ~~Russell~~ County and is for the exclusive use of Richard D Reese, P O Box 380719, Birmingham, AL 35283-0719 for a period of one hundred twenty days beginning October 27, 1995 and expiring February 25, 1996.



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.

October 27, 1995

Date

A handwritten signature in dark ink, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State

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