

ARTICLES OF ORGANIZATION
OF
ALABAMA RESTAURANT CLEANERS, L.L.C.
AN ALABAMA LIMITED LIABILITY COMPANY

Pursuant to the provisions of *Ala. Code*, Section 10-12-1 (1993), et seq. (this Act as amended from time to time is referred to herein as the "Act"), the undersigned hereby adopt the following Limited Liability Company Articles of Organization

ARTICLE I

NAME

The name of this limited liability company is Alabama Restaurant Cleaners, L.L.C. (hereinafter referred to as "Company").

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Company is 2650 Chandalar Lane, Pelham, Alabama 35124. The Company's registered agent is Jerry M. Lawson, whose address is 2650 Chandalar Lane, Pelham, Alabama 35124.

ARTICLE III

MAILING ADDRESS

✓The mailing address for the principal place of business for the Company is 2650 Chandalar Lane, Pelham, Alabama 35124.

ARTICLE IV

DURATION

The Company shall have perpetual duration.

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ARTICLE V

INITIAL MEMBERS

The names and mailing addresses of the initial members are:

<u>Name</u>	<u>Address</u>
Jerry M. Lawson	2650 Chandalar Lane Pelham, Alabama 35124
Anita L. Lawson	2650 Chandalar Lane Pelham, Alabama 35124

ARTICLE VI

PURPOSE AND POWERS

Section 6.01 Purpose. This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose, including but not limited to the following purposes: To degrease exhaust systems in restaurants and to render other services in connection therewith.

Section 6.02 Powers. The Company shall possess and may exercise all the powers and privileges granted by the Act or by any other law or by its Operating Agreement, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business, purposes or activities of the Company.

ARTICLE VII

MANAGEMENT BY MEMBERS

The Company will be managed by its members.

ARTICLE VIII

ADMISSION OF NEW MEMBERS

Section 8.01 New Members Who Acquire Their Membership Interests From the Company.

New members may acquire membership interests from the Company only with the written consent of all members and when such person's admission is reflected in the records of the Company.

Section 8.02 New Members Who Acquire Their Membership Interests From a Current Member.

New members may acquire membership interests from a member of the Company only if the other members unanimously consent in writing and such new member consents to such admission as a new member.

ARTICLE IX

DISSOLUTION

Section 9.01 Dissolution Upon the Occurrence of Specified Events.

The occurrence of any of the following events or conditions will cause the Company to dissolve:

Unanimous written consent. The written consent of all members to dissolve, wind up and liquidate the Company.

Section 9.02 Dissolution and Dissolution Avoidance Following the Dissociation of a Member.

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company, in accordance with the provisions of Section 10-12-36 of the Act.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 9.02(b), the Company must have at least two remaining members. If a dissociation leaves the Company with only one remaining member, that member may admit an additional member.

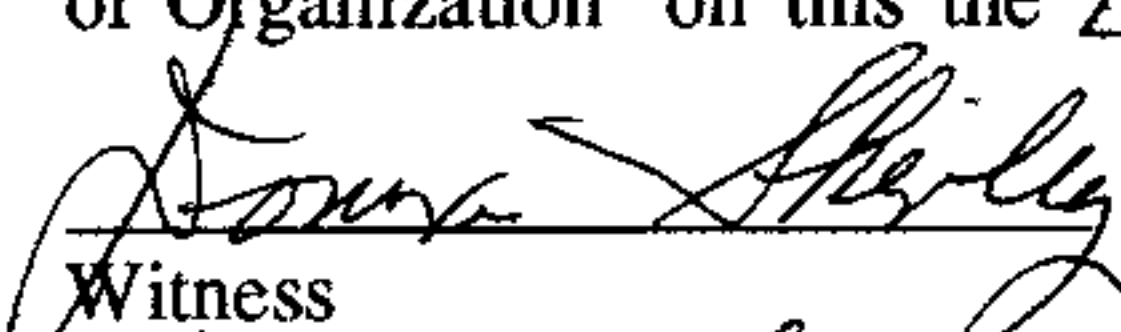
(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within ninety (90) days of the event of dissociation, the Company is continued by the written consent of a Majority-in-Interest (as defined in Revenue Procedure 94-96, 1994-28 IRB 129) of all other members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE X

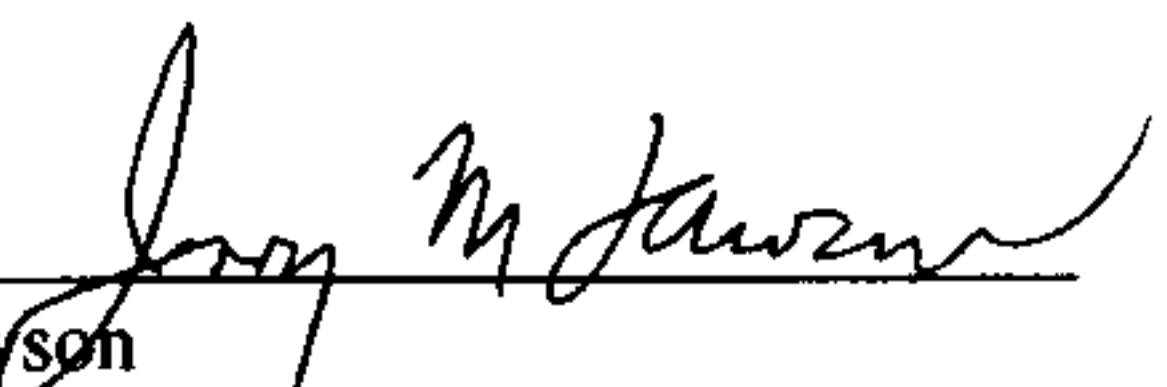
INTERIM DISTRIBUTIONS

The Company may make interim distributions to its members only as approved by all of the members.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization on this the 19 day of August, 1996.


Witness


Witness


Jerry M. Lawson


Anita L. Lawson

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