

ARTICLES OF INCORPORATION
OF
PAPA SAIA'S PIZZA, INC.

TO THE HONORABLE JUDGE OF PROBATE
IN AND FOR SHELBY COUNTY, ALABAMA

1. The name of the corporation is PAPA SAIA'S PIZZA, INC.
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are the transaction of any and all lawful business for which the corporation may be incorporated under the Alabama Business Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1000 shares of common stock, par value \$1.00 per share.
5. The location and mailing address of the initial register office of the corporation is 3204 Woodford Way, Birmingham, AL 35242 and the name of its initial register agent at such address is Norman Saia.
6. The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as the director until the first annual meeting of shareholders until the successors are elected and shall qualify are as follows:

Norman Saia, Director
3204 Woodford Way
Birmingham, AL 35242

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7. The name and address of the incorporator of the corporation is Norman Saia, 3204 Woodford Way, Birmingham, AL 35242.

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


9. 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 unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

10. 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, or obligate itself for, or without becoming liable therefore, 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, contract 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) which owns stock in another corporation, which owns stock in its corporation, or (C) in which this corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this corporation, or (E) in which any one of more persons who own stock in this corporation also own stock, or (F) 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 contract of this corporation, or which may engage with this corporation, in the conduct of any join venture or enterprise, or in the use of common facilities or services.

11. The corporation shall have and may exercise any and all powers which a corporation incorporated under the Alabama Business Corporation Act may have and operate as a private club, along with having a club retail liquor license, pursuant to Title 28-3-1(7) (a&b) and 20-X-5-.03 and 20-X-5-.03(2).

The undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this the 28 day of July, 1997.


NORMAN SAIA

ACTION BY CONSENT OF THE DIRECTORS OF
PAPA SAIA'S PIZZA, INC.
IN LIEU OF AN ORGANIZATION MEETING

The undersigned, being the director of PAPA SAIA'S PIZZA, INC., an Alabama corporation (herein called the "Corporation"), hereby adopts, by this action by written consent in lieu of an organization meeting, the following resolutions:

RESOLVED, that the Articles of Incorporation, as filed in the Office of the Probate Judge of Shelby County, Alabama on July 28 1997, be inserted into the minute book of the corporation;

RESOLVED, that each and all of the actions of the incorporator of the corporation, including, without limitation:

(1) the adoption, execution and filing of the Articles of Incorporation; and

(2) the naming of Norman Saia as director of the corporation to serve until the first annual meeting of shareholders and until his successors have been elected and qualified;

be, and said actions hereby are, ratified, approved and confirmed in all respects;

RESOLVED, that the following named individuals be, and they hereby are, elected to serve in the offices designated opposite their names at the pleasure of the board of directors of the corporation:

Name	Office
Norman Saia	President
_____	Vice-President
_____	Secretary
_____	Treasurer

RESOLVED, that the officer or agent authorized by the incorporation, showing the amount of capital stock of the corporation subscribed for and the amount thereof which has been paid in. Heretofore attached as Exhibit "A".

RESOLVED, that attached hereto, marked Exhibit "B" and made a part hereof, a true and correct copy of the subscription list of said corporation showing the amount of capital stock subscribed for by incorporators and the manner in which such subscriptions are provided to be discharged.

RESOLVED, that the seal, an impression of which is made in the margin of this page beside the resolution be, and the same hereby is, adopted as the official seal of the corporation;

RESOLVED, that the appropriate officers of the corporation be, and they hereby are, authorized and directed to execute issue, and deliver to the following named persons stock certificate of the corporation representing the following number of shares of the fully paid and non-assessable common stock of the corporation, having a par value of \$1.00 per share, upon payment in cash for such shares at the rate of \$1.00 per share:

Name of Shareholder	Certificate Number	Number of Shares	Purchase Price
Norman Saia		1000	\$1000.00

RESOLVED, that the president of the corporation be, and hereby is, authorized and directed to pay all expenses incident to and necessary for the organization of the corporation;

RESOLVED, that the appropriate officers of the corporation be, and they hereby are, authorized and directed to take whatever actions are necessary to qualify the corporation to do business as a foreign corporation in such states or jurisdictions as they, in their sole discretion, may determine to be necessary or desirable;

RESOLVED, that the appropriate officers of the corporation be, and they hereby are, authorized to do any and all other or further things, and to execute any and all other or further documents, all on behalf of the corporation, as they, in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolution.

Dated as of the 28 day July, 1997.

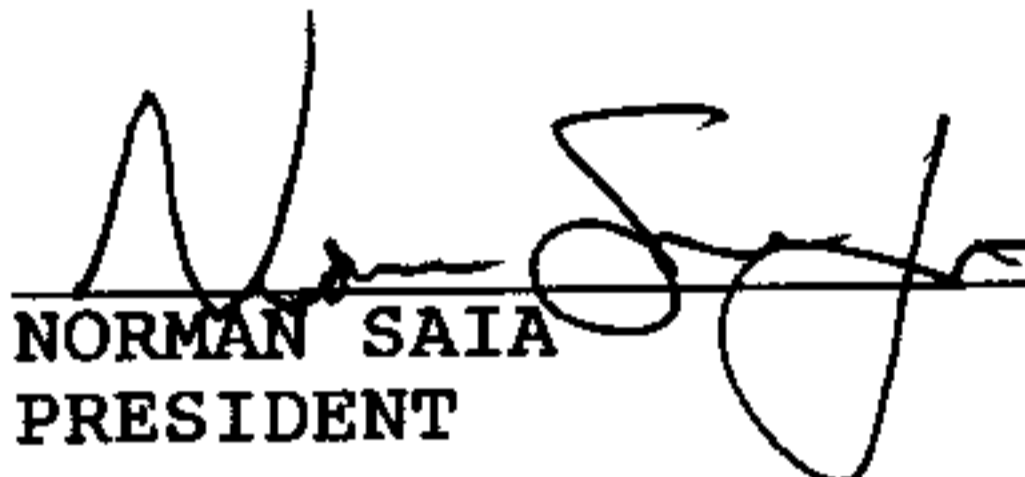
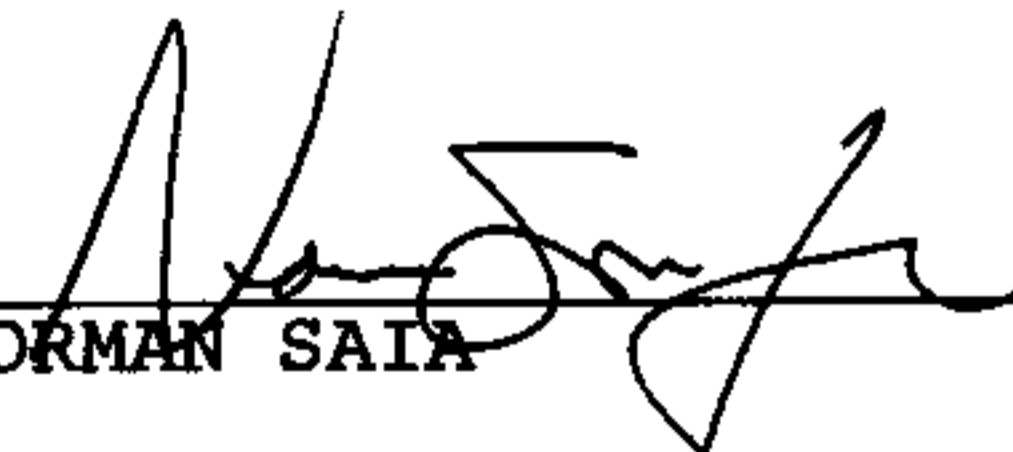

 NORMAN SAIA
 PRESIDENT

EXHIBIT "A"

STATE OF ALABAMA)

SHELBY COUNTY)

Before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared NORMAN SAIA who is known to me, and who, being by me first duly sworn according to law, deposed and said that he is an officer of PAPA SAIA'S PIZZA, INC., a corporation proposed to be incorporated under the laws of the State of Alabama, to receive the subscription to the capital stock of said corporation; that the amount of capital stock of said corporation that has been paid in cash is One Thousand Dollars (\$1,000.00), which is all of the stock subscribed; that a true copy of the subscription list of capital stock of said corporation and the price paid in cash therefore by each subscriber is attached hereto, marked Exhibit "B" and made a part thereof; and that affiant now holds said cash for delivery to said corporation, upon completion of the organization thereof.


NORMAN SAIA

Sworn to and subscribed before me this the 28th
day of July, 1997.


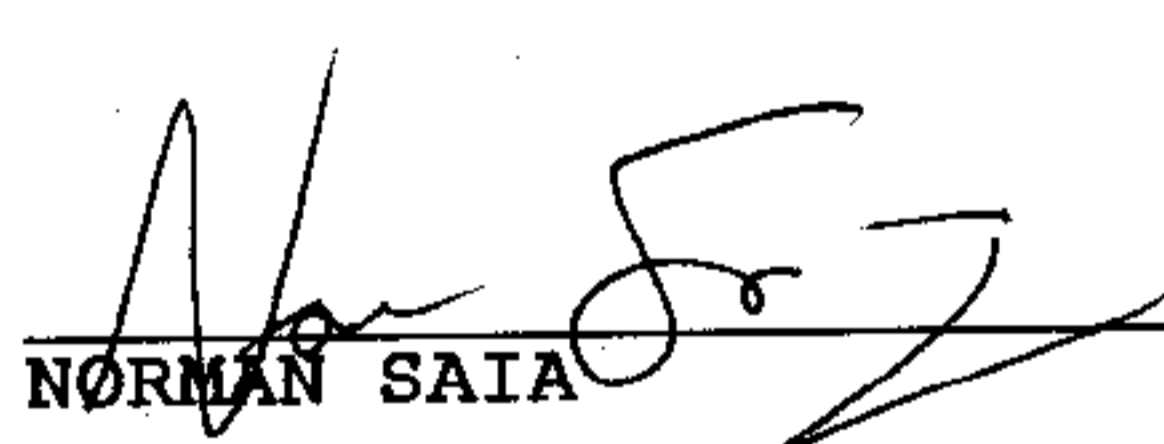

Notary Public, County of Shelby,
State of Alabama.

EXHIBIT "B"
SUBSCRIPTION LIST OF THE CAPITAL STOCK
OF
PAPA SAIA'S PIZZA, INC.

I, the undersigned, do hereby respectively subscribe for and agree to take and pay in cash for the number of shares of common stock of the par value of \$1.00 per share of PAPA SAIA'S PIZZA, INC., a corporation proposed to be organized under the law of the State of Alabama, that is set opposite our respective signature.

IN WITNESS WHEREOF, each of the undersigned subscribers has signed his name thereto, all opposite of the number of shares subscribed for by each of the undersigned, this the 28 day of July, 1997.

	NUMBER OF SHARES	AMOUNT PAID IN CASH
 NORMAN SAIA	1000	\$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 10-2B-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:

PAPA SAIA'S PIZZA, INC.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Victor Miller, 3250 Independence Dr, Birmingham, AL 35209 for a period of one hundred twenty days beginning July 21, 1997 and expiring November 19, 1997.



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.

July 21, 1997

Date

A handwritten signature in black ink, reading 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J' and 'B'.

Jim Bennett

Secretary of State

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[Handwritten signature]