

THIS INSTRUMENT PREPARED BY:

J. Mason Davis

2222 Arlington Avenue South

Birmingham, Alabama 352205

**ARTICLES OF INCORPORATION
OF
RIB IT UP SPORTS BAR, INC.**

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

FIRST: The name of the corporation is Rib It Up Sports Bar, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To operate a private club under the applicable law of the State of Alabama, said establishment to be operated for objects of a national, social, patriotic, political, athletic or similar nature, and to be a gathering place where food and beverages are available for sale to members and their guests; and to engage in any lawful business in which Alabama Corporations are authorized to engage which does not conflict with the purposes cited herein above.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue are One Thousand (1,000) shares of common stock of par value or One Dollar (\$1.00) per share. All of said stock shall be common and none shall be preferred stock or stock of a different class.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SIXTH: The address for the initial registered office of the corporation is: 5279 Highway 280 South, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is: Lewell Taylor.

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SEVENTH: The number of directors constituting the initial board of directors of the corporation are three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lewell Taylor	5279 Highway 280 South Birmingham, AL 35242
Lee O. Taylor	704 Mohican Drive Birmingham, AL 35242
Rufus Taylor	119 Mustang Drive Harvest, AL 35749

EIGHTH: The name and address of the sole incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Lewell Taylor	5279 Highway 280 South Birmingham, AL 35242

The undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this 26th day of October, 1998.


Lewell Taylor

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:

Rib It Up Sports Bar, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Phyllis B Stroom, PO Box 55727, Birmingham, AL 35255-5727 for a period of one hundred twenty days beginning October 27, 1998 and expiring February 25, 1999.

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, 1998~~
Date

Jim Bennett

Jim Bennett

Secretary of State

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