

ARTICLES OF INCORPORATION

OF

UNCLE AL'S COOKIES, INC.

Inst # 1999-02680

01/20/1999-02680

11:59 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

004 CRH 90.00

1. The name of the corporation is Uncle Al's Cookies, 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 or all lawful business for which corporations may be incorporated under the Alabama Business Corporations Act, including, but not limited to, production, sale and distribution of cookies and bakery goods.
4. The aggregate number of shares of capital which the corporation shall have authority to issue is 100,000 shares of common stock, no par value per share.
5. The location and mailing address of the initial registered office of the corporation is 2070 Parkway Office Circle, Hoover, Shelby County, AL 35244 and the name of its initial registered agent at such address is Albert L. Cason, Jr.

6. The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person or persons who will serve until the first annual meeting of shareholders and until the successors are elected and shall qualify is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert L. Cason, Sr.	2070 Parkway Office Circle, Hoover AL 35244

7. The name and address of the incorporator of the corporation is W. Ronald Waldrop, Attorney at Law, 1025 Montgomery Hwy, Ste 212, Vestavia Hills AL 35216.

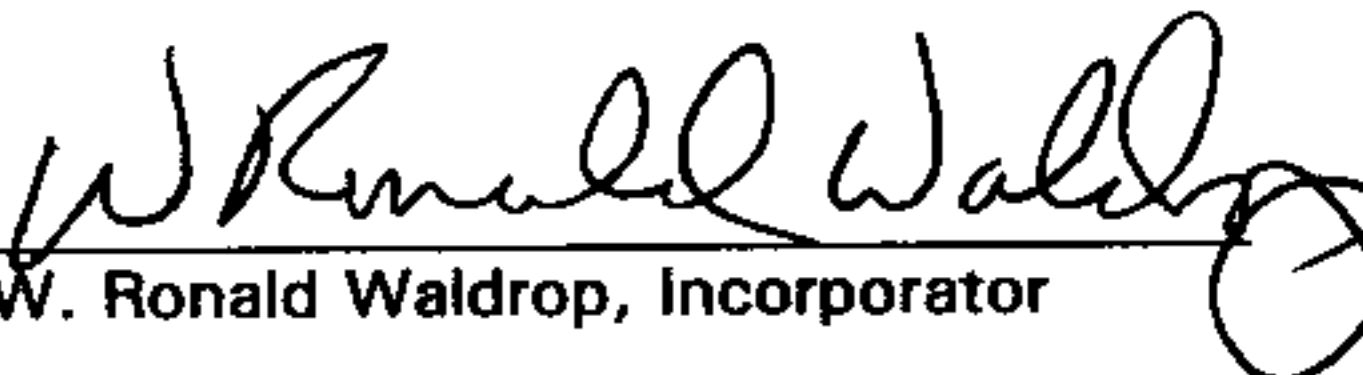
8. Each shareholder shall have a preemptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

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 Corporations 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 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 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 this 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 or 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 contracts of this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this the 11th day of January, 1999.


W. Ronald Waldrop, Incorporator

Instrument prepared by:

W. Ronald Waldrop, Esq.
Jones & Waldrop
1025 Montgomery Hwy, Ste 212
Vestavia Hills AL 35216
Phone (205) 979-5210

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:

Uncle Al's Cookies, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Ron Waldrop, 1025 Montgomery Highway Ste 212, Birmingham, AL 35216 for a period of one hundred twenty days beginning November 23, 1998 and expiring March 24, 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.

November 23, 1998

Date

Jim Bennett

Secretary of State

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