

ARTICLES OF INCORPORATION
OF
RIVERSIDE DINER, INC.

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Alabama Business Corporation Act and any amendment thereto or supplement thereof (hereinafter referred to as the "Act"), does hereby certify as follows:

1. NAME. The name of the corporation is:

Riverside Diner, Inc.

(hereinafter referred to as the "Corporation").

2. PURPOSES.

(a) The purposes for which the Corporation is organized are to engage in any lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act; and to carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to corporations by the Act and all other applicable laws of the State of Alabama.

(b) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects and powers:

(i) To own, manage and maintain a restaurant, and to do all things necessary, convenient or useful in connection therewith.

(ii) To purchase, acquire, own, hold, improve, develop, operate, manage, sell, convey, assign, transfer, exchange, release, dispose of, mortgage, encumber, pledge, create security interests in, lease, hire, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description, or any interest therein.

(iii) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and with any license, power, authority, concession, right or privilege which any corporation may make or grant.

(iv) To manufacture, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with

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goods, wares and merchandise and personal property of every class and description, wherever situated, whether or not the same specifically pertain to the classes of business specified in this Article; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.

(v) To engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by-products derived therefrom.

(vi) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the Corporation.

(vii) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation in Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stock, bonds, debentures or other evidences of indebtedness of the Corporation, and the Corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, debentures, promissory notes, mortgages and securities so acquired by it and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(viii) To endorse, lend its credit to, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or pledge or mortgage all or any part of its properties to secure the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness (including the obligations of others for whom it can make guaranties, whether or not a guaranty is made), or the performance of any contract, lease, mortgage, or obligation, of any subsidiary, affiliated or related corporation or any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture. Without limiting the generality of the foregoing, the Corporation may:

(1) make contracts of guaranty and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation; and

(2) make contracts of guaranty and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (A) an entity that is wholly owned, directly or indirectly, by the Corporation; (B) a person that owns, directly or indirectly, all of the outstanding capital stock of the Corporation; or (C) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding capital stock of the Corporation.

(ix) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(x) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise; to hold, or in any manner dispose of, the whole or part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(xi) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the Corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise, and to enter into revolving credit agreements or other loan agreements of any kind with banks or other financial or institutional investors.

(xii) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(xiii) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(xiv) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(xv) To purchase, take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the Corporation's own shares of common or other stock, whether or not redeemable (so far as may be permitted by law), and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(xvi) To enter into any plan or project for the assistance and welfare of its employees, to lend money and use its credit to assist its employees, and to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, employee stock

ownership plans and other incentive or welfare plans for any or all of the Corporation's directors, officers and employees.

(xvii) To enter into any lawful arrangements for sharing of profits, union of interest, reciprocal concession, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of the Corporation.

(xviii) To have one or more offices to carry on all of the Corporation's operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, or country.

(xix) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, partnership, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to have and exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may now or hereafter be applicable or available to the Corporation.

(c) The foregoing clauses, and each phrase thereof, shall be construed, in their broadest sense, not only as purposes and objects for which the Corporation has been organized, but also as powers of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of such purposes, objects and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. All words, phrases and provisions in this Article are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed. For purposes of these Articles of Incorporation, the term "person" means and includes any individual or entity.

3. SHARES.

(a) Authorized Shares. The Corporation shall be authorized to issue one (1) class of capital stock, which shall be designated as common stock, par value of One Dollar (\$1.00) per share. The aggregate number of all shares of such common stock which the Corporation shall have authority to issue is One Hundred (100) shares.

(b) Denial of Shareholder's Preemptive Rights. No shareholder shall be entitled as a matter of right to subscribe for, purchase, or receive any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether such shares are now or hereafter authorized, but all such additional shares of stock or other securities may be issued and disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may

deem advisable. No shareholder of any shares of stock shall have any preemptive rights with respect to the issuance of any class of stock, including treasury shares.

(c) Shareholders' Agreement; Restrictions on Transfer. The Bylaws of the Corporation, an agreement among shareholders of the Corporation or an agreement between such shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that any such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate or certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction. The Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, of the holders of record of the issued and outstanding shares of the Corporation shall be parties, restricting the transfer of any or all shares upon such reasonable terms and conditions as may be approved by the Board of Directors of the Corporation, and containing such other provisions and agreements between the Corporation and its shareholders, or among the shareholders, as may be permitted by the Act.

(d) Lien on Shares. The Corporation shall have a lien on its shares for any debt or liability incurred to it by its shareholders on account of subscription obligations of such shareholders for the payment of newly issued shares of the Corporation before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such shares, which remedies are cumulative to an action to enforce payment or other remedies provided by law.

4. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are:

Angela Schuler
228 Industrial Park Drive
Alabaster, Alabama 35007

5. INCORPORATOR. The name and address of the incorporator are:

NAME

ADDRESS

D. J. Simonetti

420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

6. DIRECTORS.

(a) Authority of the Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in these Articles of Incorporation or in an agreement authorized under the Act.

(b) Number of Directors. The number of directors constituting the initial Board of Directors shall be two (2). After the first annual meeting of shareholders, or a special meeting held in lieu thereof, the number of directors shall be as set forth in, or as determined in accordance with, the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws or in the manner provided for therein; provided, however, that the Board of Directors may not, and only the shareholders may, increase or decrease by more than thirty percent (30%) the number of directors last approved by the shareholders. The Board of Directors shall have the power to fill vacancies in the Board of Directors resulting from an increase in the number of directors.

(c) Initial Board of Directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or a special meeting held in lieu thereof, or until their successors shall be elected and qualified are:

NAME

ADDRESS

Angela Schuler

228 Industrial Park Drive
Alabaster, Alabama 35007

Gary J. Schuler

228 Industrial Park Drive
Alabaster, Alabama 35007

(d) Limitation on Liability of Directors. A director of the Corporation shall have no personal 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 (i) the amount of any financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Act as the same now exists or may hereafter be amended; (iv) an intentional violation of criminal law; or (v) a breach of the director's duty of loyalty to the Corporation or its shareholders. If the Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Act, as amended, or any successor statute thereto. No amendment to or repeal of this Section shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7. INDEMNIFICATION. The Corporation may indemnify its shareholders, directors, officers, employees and agents to the maximum extent permitted by law.

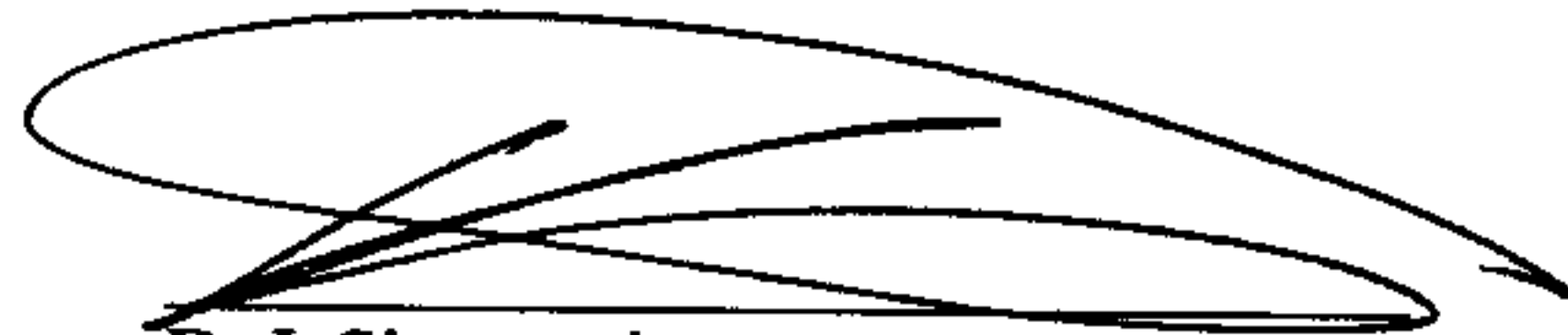
8. BYLAWS; AMENDMENT OF ARTICLES.

(a) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, which power may be exercised in the manner and to the extent provided in the Bylaws; provided, however, that the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the shareholders; and provided further, that the Board of

Directors may not alter, amend or repeal any bylaw or resolution that was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The Bylaws may contain any provision for the regulation of the business and affairs of the Corporation that is not inconsistent with law or these Articles of Incorporation.

(b) Amendment of Articles. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon officers, directors and shareholders herein are granted subject to such reservation. Any such amendment for which voting by voting group is required by the Act shall be effective only if such amendment is approved by each voting group entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles of Incorporation on this the 19th day of January, 2001.

A handwritten signature in black ink, appearing to read 'D. J. Simonetti', is written over a horizontal line.

D. J. Simonetti
Incorporator

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:

Riverside Diner, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Laurel Swope, 420 N 20th St Ste 1600, Birmingham, AL 35203 for a period of one hundred twenty days beginning January 16, 2001 and expiring May 17, 2001.



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.

January 16, 2001

Date

Jim Bennett

Secretary of State

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