

This Instrument Prepared By:

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Attorney at Law
Berkowitz, Lefkovits, Isom & Kushner
A Professional Corporation
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

**ARTICLES OF ORGANIZATION
OF
RESTAURANT OPERATIONS INSTITUTE, LLC**

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company pursuant to the provisions of the Alabama Limited Liability Company Act, Code of Alabama, Section 10-12-1 et seq. (the "Act"), hereby certifies as follows:

1. NAME. The name of the limited liability company (the "Company") is:

Restaurant Operations Institute, LLC

2. DURATION. The period of duration of the Company shall be perpetual; provided, however, that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of any event of dissolution specified in Section 10-12-37 of the Act.

3. PURPOSES. The Company has been organized to operate, manage and provide consulting services for restaurants, food service businesses and other retail businesses. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking or insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

4. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at that address are:

Howard L. Cannon
65 Woodbury Drive
Sterrett, Alabama 35147

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5. INITIAL MEMBER. The name and mailing address of the initial member of the Company are:

Howard L. Cannon
65 Woodbury Drive
Sterret, Alabama 35147

6. ORGANIZER. The name and mailing address of the organizer of the Company are:

Richard A. Pizitz, Jr.
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

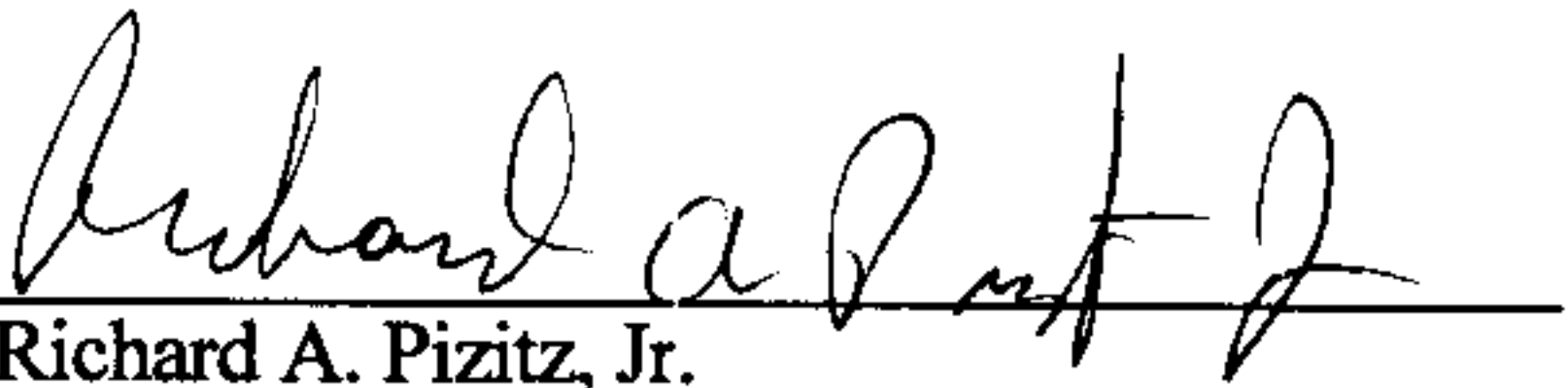
7. ADDITIONAL MEMBERS. Additional members may be admitted to the Company only in accordance with the provisions of the Operating Agreement of the Company by and between its members.

8. CESSATION OF MEMBERSHIP OF ALL MEMBERS. The cessation of membership of all of the members shall result in the dissolution of the Company unless, within ninety (90) days after the cessation of membership of the last member, the holders of all financial rights in the Company agree in writing to continue the legal existence and business of the Company and to appoint one or more new members.

9. INDEMNIFICATION OF MEMBERS, OFFICERS, EMPLOYEES AND AGENTS. The Company may indemnify its members, officers, agents and employees to the maximum extent permitted by law.

10. AMENDMENT. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter provided by law, and all rights conferred upon holders of membership interests are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, acting as the Organizer of the Company, has executed these Articles of Organization on February 14, 2001.


Richard A. Pizitz, Jr.

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