

**ARTICLES OF INCORPORATION
OF
SOUTHERN SUBS, 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 Southern Subs, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are as follows: (i) to buy, sell, own, trade, develop and otherwise handle and deal in restaurants, eateries and the retail or wholesale sale of food or food products of all kinds and character, either as owner, operator, franchisor or franchisee, and to render management services of all kinds and descriptions; and (ii) to own, develop, buy, sell, lease or otherwise deal in real and personal property and equipment of all kinds and character; and (iii) to transact such other business as may be permitted under the laws of the State of Alabama.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred(100) shares of common stock, having a par value of One Dollar (\$1.00) per share.

FIFTH: The address of the initial registered office of the corporation is 2148 Pelham Parkway, Building 100 A, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Kevin G. Getsinger.

SIXTH: The number of directors which shall constitute the initial board of directors of the corporation is one (1) and the name and address of the person to serve as the director until the first meeting of the shareholders or until successors are elected and qualified is:

NAME

ADDRESS

Kevin G. Getsinger

2148 Pelham Parkway, Bldg. 100 A
Pelham, Alabama 35124

SEVENTH: The name and address of the incorporator is:

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01:08 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MSB 105.00

Inst # 2001-33817

NAME

Terry W. Gloor

ADDRESS

800 Shades Creek Parkway, Suite 325
Birmingham, Alabama 35209

IN WITNESS WHEREOF, the undersigned hereby declares and certifies that the facts stated herein are true and correct and for the purpose of forming a corporation pursuant to the laws of the State of Alabama and hereunto signs these Articles of Incorporation as of the 10th day of August, 2001.

INCORPORATOR:


TERRY W. GLOOR

THIS INSTRUMENT PREPARED BY:

Terry W. Gloor
Johnston & Conwell, L.L.C.
800 Shades Creek Parkway
Suite 325
Birmingham, Alabama 35209
Telephone: (205) 414-1200

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:

Southern Subs, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Terry Gloor, 800 Shades Creek Parkway Ste 325, Birmingham, AL 35209 for a period of one hundred twenty days beginning July 3, 2001 and expiring November 1, 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.

July 3, 2001

Date

Jim Bennett

Secretary of State

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