

ARTICLES OF DISSOLUTION

OF

UNCLE BUD'S FAMILY RESTAURANT, INC.

In compliance with the requirements of Section 10-2B-14.03 of the Alabama Business Corporation Act, Uncle Bud's Family Restaurant, Inc. (hereinafter referred to as the "Corporation"), presents the following Articles of Dissolution for filing in the Office of the Judge of Probate of Shelby County, State of Alabama, and further states:

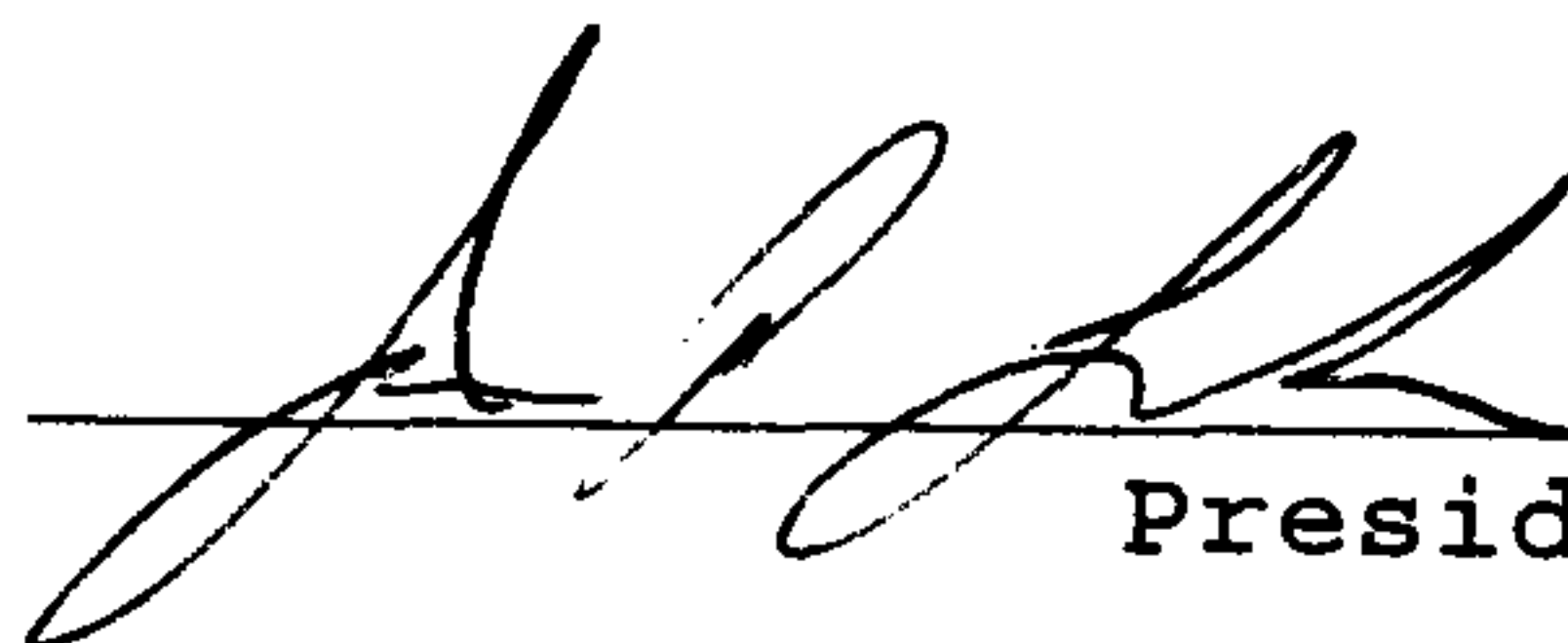
1. The name of the Corporation is Uncle Bud's Family Restaurant, Inc.

2. The date of dissolution was March 10, 2003.

3. That all known debts, obligations and liabilities of the Corporation have been paid and discharged or that adequate provisions have been made therefore.

4. That all the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

5. There are no suits pending against the Corporation in any court, or that adequate provisions have been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

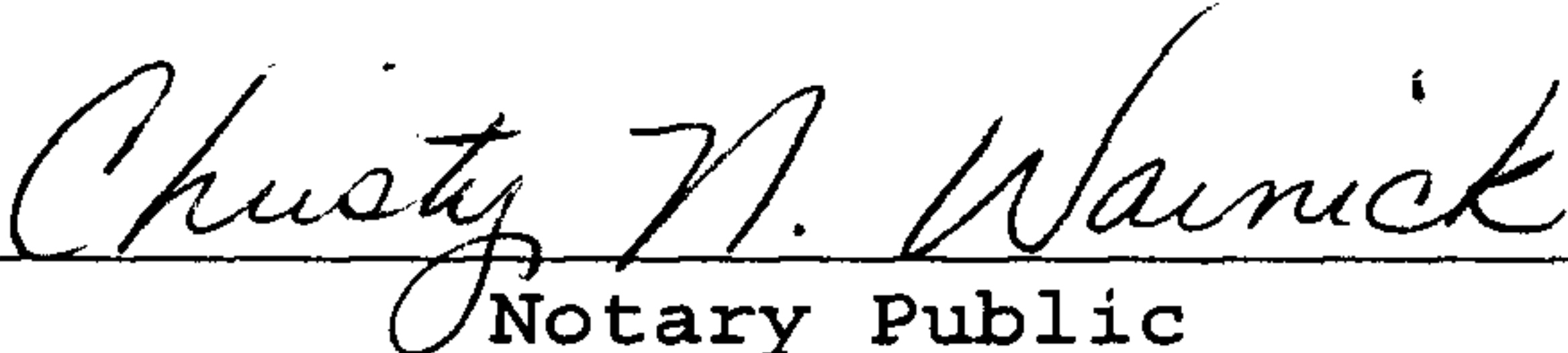


President

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a notary public, do hereby certify that on this 10th day of March, 2003, personally appeared before me Joe LaRussa, who, being by me first duly sworn, declared that he is the President of Uncle Bud's Family Restaurant, Inc., and that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.




Notary Public

MY COMMISSION EXPIRES 8-31-2003

My commission expires: _____

CERTIFICATION

I, Joe LaRussa, President, do hereby certify that the foregoing Articles of Dissolution are a true and exact copy of the articles adopted by the Board of Directors of the Corporation. I further certify that those persons signing the said Articles of Dissolution had full power and lawful authority to execute the said articles for and on behalf of the Corporation.



President

UNANIMOUS CONSENT
OF THE
BOARD OF DIRECTORS
OF

UNCLE BUD'S FAMILY RESTAURANT, INC.

The undersigned, constituting the only Director of Uncle Bud's Family Restaurant, Inc., an Alabama Corporation, does hereby unanimously consent to the following resolutions:

RESOLVED, that in the judgment of the Board of Directors of the Corporation it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved.

BE IT FURTHER RESOLVED, that subject to the approval of the shareholder of the Corporation and effective with the date of such approval, the proposed Plan of Liquidation presented to this meeting be, and it hereby is, approved to effect such liquidation.

BE IT FURTHER RESOLVED, that the proper officer of the Corporation be and there hereby is authorized to sell or otherwise liquidate any and all of the properties of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

BE IT FURTHER RESOLVED, that any contract entered into by the officers of the Corporation on behalf of the Corporation to sell all or any part of the assets by the President of the Corporation to any party or parties be and it hereby is approved, and the proper officers of the Corporation are hereby authorized and directed to take such actions as they may deem necessary or desirable to consummate such sale.

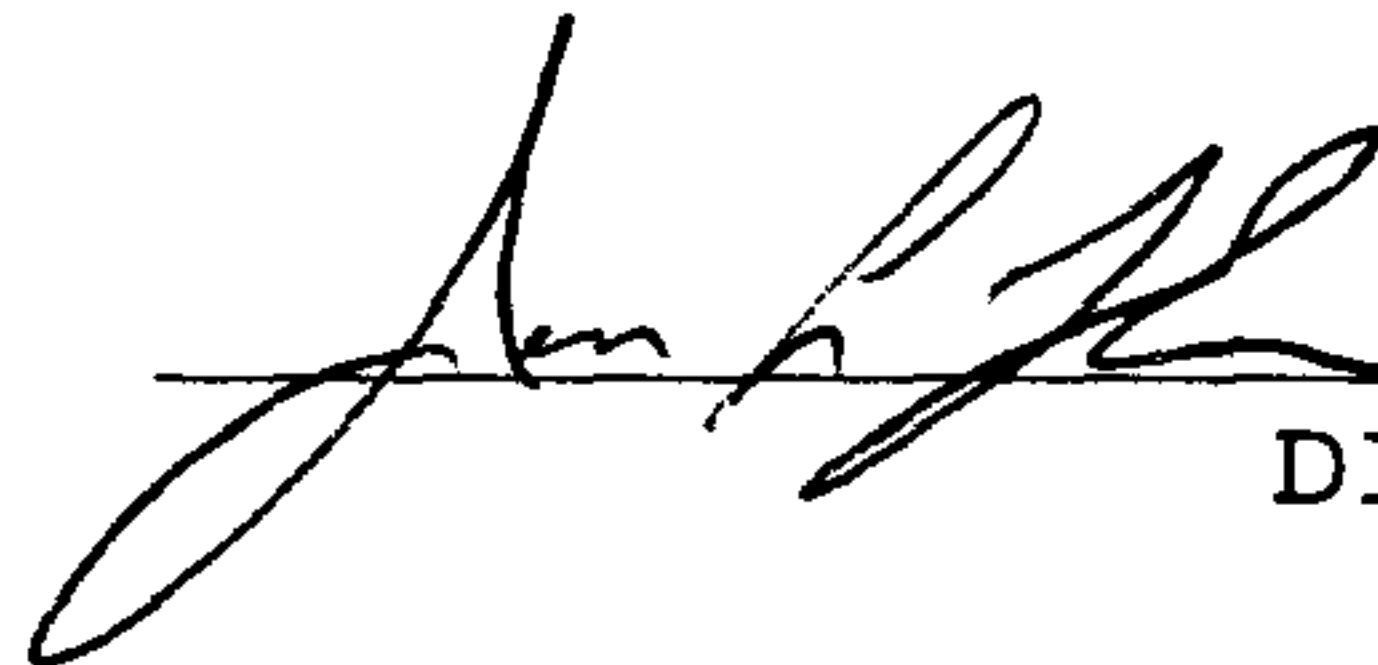
BE IT FURTHER RESOLVED, that the Corporation shall pay, or shall make adequate provisions for payment of, any liabilities for which the Corporation is responsible (including expenses of the sale, liquidation and dissolution not otherwise assumed by a purchaser) and shall set aside from the proceeds of the sale such additional amount as the Board of Directors determines to be reasonably necessary for payment of unascertained or contingent liabilities of the Corporation. The balance of the proceeds of sale shall be distributed to the shareholders of the Corporation in cash.

BE IT FURTHER RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a 12-month period commencing with the date of shareholder approval of the Plan of Complete Liquidation.

BE IT FURTHER RESOLVED, that the proper officer of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purpose of the foregoing resolutions.

BE IT FURTHER RESOLVED, that a special meeting of shareholders be called to consider the above resolutions.

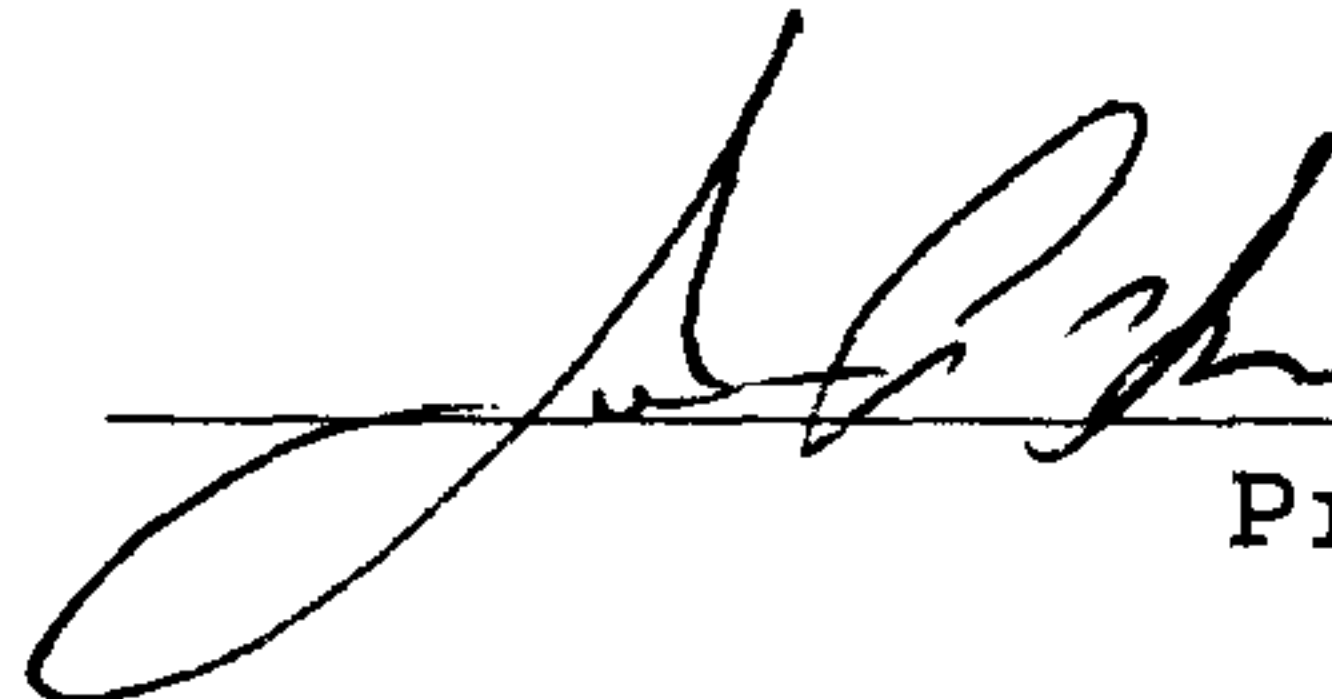
Executed this the 10th day of March, 2003.



DIRECTOR

CERTIFICATION

I, Joe LaRussa, President, do hereby certify that the foregoing is a true and exact copy of the resolutions adopted by the Board of Directors of the Corporation at a meeting of the said Board held on the 10th day of March, 2003, and entered upon the regular minute book of the said Corporation and that the said resolutions are now in full force and effect. I further certify that the Board of Directors of the Corporation at the time of the adoption of the said resolutions had full power and lawful authority to adopt the said resolutions and to confer the powers granted to the officer and individual named therein.



President

SHAREHOLDERS' CONSENT
TO
VOLUNTARY DISSOLUTION
OF

UNCLE BUD'S FAMILY RESTAURANT, INC.

The undersigned, being the only shareholder of Uncle Bud's Family Restaurant, Inc., a Corporation, created and existing under and by virtue of the laws of the State of Alabama, deeming it advisable and in the best interest of said Corporation that the same shall forthwith be dissolved, hereby unanimously consent to the dissolution of said Corporation, as provided by Section 10-2B-14.02, and do sign this Consent to the end that it may be filed in the Office of the Judge of Probate of Shelby County, State of Alabama, as provided by law.