

THIS INSTRUMENT WAS PREPARED BY:

Richard C. Duell III
5266 Grantswood Road
Birmingham, Alabama 35210

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
CASTLE ENTRIES FRANCHISING CORPORATION

TO THE PROBATE JUDGE OF SHELBY COUNTY:

UNDER AND BY VIRTUE of the Alabama Business Corporation Act, the undersigned Incorporators, do hereby make and file these Articles of Incorporation, pursuant to the provisions of said laws, to become thereunder a body corporate, for the purpose of carrying on the business hereinafter named, and hereby declare and certify as follows:

ARTICLE I

The name of the Corporation shall be Castle Entries Franchising Corporation.

ARTICLE II

The principal office of said Corporation is located in Shelby County, Alabama.

ARTICLE III

The objects and purposes for which this Corporation is formed are:

- a) To engage in the business of franchising and licensing a system of franchisees to offer, sell and distribute goods or services, under a prescribed marketing plan or system.
- b) To carry on a franchising business relating to the operation of franchised stores featuring the Castle Entries product line and other related products throughout the United States and foreign countries, subject to applicable laws thereof. To maintain executive and operating personnel for the purpose of selling franchises and the management and operation of the business. To conduct research and investigate businesses and enterprises of every kind and description throughout the world in order to secure information for the promotion and operation of the franchise. To manage and provide management for and supervision of every part of the franchise system. To advertise, promote, merchandise and otherwise purvey the services authorized herein. To generally exploit all of the services and objects of the Corporation by all lawful means.
- c) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, partnerships and entities howsoever designated, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects and purposes of the Corporation.
- d) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes.
- e) To enter into, conduct, operate, assist, or participate in any lawful manner, in any lawful business and enterprises, whether commercial, mercantile, manufacturing, industrial, real estate or otherwise, in any part of the world, including without limiting the generality of the foregoing, the financing thereof, and to perform any and all acts and undertake and perform any and all obligations, secured or unsecured, necessary or convenient for an in connection with any one or more of such purposes.
- f) To promote, cause to be organized, finance and aid by loan, subsidy, guaranty, contribution to capital or surplus, or otherwise, any corporation, association, partnership, syndicate, entity, person pr government, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the Corporation or the business, financing or welfare of which the Corporation shall have interest; and in connection therewith, to guarantee or become surety for the performance of any undertaking or obligation of the foregoing and to guarantee, by endorsement or otherwise, the payment of the principal of or interest or dividends on any such security of the foregoing; and generally to do any acts or things designed to protect, preserve, improve, or enhance the value of any such security.

g) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of and to invest in, trade or deal in, real or personal property of every kind and description or any interest therein.

h) To acquire all or any part of the securities, good will, rights, property or assets of all kinds and to undertake or assume the whole or any part of the obligations or liabilities in any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired.

i) To subscribe for, receive, purchase or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposits, create trusts with respect to, deal in, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others, and generally deal in and with all or any of the following, namely; all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other securities, obligations, contracts, certificates of interest, chooses in action and evidences of indebtedness generally in any corporation, association, partnership, syndicate, entity, person or government, municipal or public authority, domestic or foreign, in evidence of any interest therein or in respect thereto.

j) To purchase, acquire, lease, own, hold, sell, convey or mortgage and otherwise deal in real estate, property, tenements and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, construction, rebuilding, repairing, equipping, any and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any time may be necessary to the conduct thereof.

k) To sell, assign, transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the Corporation wherever situated, and any and all legal and equitable interest therein.

l) To the same extent that natural persons might or could do, to purchase or acquire in any other lawful manner and to own, hold, operate, lease, manage, sell or otherwise dispose of, any and all property of any kind, real, personal, tangible or intangible and wherever situated, and interest in or rights in connection with any such property, including, without limiting the generality of the foregoing, commercial, office, factory, storage, warehouse, condominiums, hotel or motel properties or property designated or used for a combination of any such purposes, and to perform any and all acts and undertake and perform any and all obligations, secured and unsecured, necessary, expedient or convenient for and in connection with any one or more of such purposes.

m) To acquire bonds or stocks of this Corporation or otherwise, and to undertake or assume the whole or any part of the obligations or 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 any 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.

n) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

o) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndication or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and chooses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public or quasi public corporation, association, partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described; and, while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities.

p) To borrow and lend money and to give or take security therefore by way of mortgage, pledge, transfer or assignment of real or personal property, or every nature and description.

q) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or government subdivision.

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

s) To issue bonds, debentures or obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

t) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

u) The business or purpose of the Corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on

its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights in the State of Alabama, and in the various other states, territories, colonies and dependencies of the United States and in the District of Columbia.

v) To do all things necessary, suitable and proper for the accomplishments of any of the purposes or attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in the association of other corporations, firms or individuals, and to do every other act or acts, or thing or things, incidental or appurtenant to, or growing out of, or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

w) In carrying out the foregoing purposes, the Corporation shall at all times have and may exercise all of the powers now and thereafter granted or permitted by the laws of the State of Alabama and may act therein as fully and to the same extent as a natural person might or could do, and, without limiting the generality of the foregoing, may assume, or may guarantee or become surety for the payment and performance of, any and all debts and obligations of another or others and may guarantee the payment of dividends upon any security or securities. The Corporation need not carry out or engage in the pursuit of all of the foregoing purposes, but it shall be sufficient if at any time the Corporation is engaged in any one or more of such purposes. All words and clauses appearing in these Articles are used in their broadest sense and are intended to be so construed.

The foregoing clauses shall be construed as purposes and nothing herein shall be deemed to limit or exclude in any manner any right, power or privilege given to the Corporation by law or the authority which it is or might be permitted to exercise under the laws of the State of Alabama.

ARTICLE IV

The total number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share. Each shareholder may have his, her or its share issued (a) in his, her or its individual name, or (b) in the names of two or more persons as joint tenants with right of survivorship and not as tenants in common, or (c) as tenants in common.

ARTICLE V

The location and mailing address of the initial registered office of the Corporation in the State of Alabama is 201 Cahaba Park Circle, Suite 100, Birmingham, Alabama 35242 and the name of its registered agent at such address is Leon Alliston.

ARTICLE VI

The names and addresses of the Incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leon Alliston	201 Cahaba Park Circle, Suite 100 Birmingham, Alabama 35216

ARTICLE VII

The initial Board of Directors shall consist of two (2).

The names and addresses of those persons who are to serve as Officers and Directors of said Corporation until the first annual meeting of Shareholders, and until their successors have been elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Leon Alliston	President	201 Cahaba Park Circle, Suite 100 Birmingham, AL 35216
Mike Miller	Secretary/Treasurer	201 Cahaba Park Cir. Suite 100 Birmingham, AL 35216

Notwithstanding any contrary provisions contained in these Articles of Incorporation, the Shareholders holding the majority of outstanding common stock of the Corporation may remove all or any of the Directors of the Corporation, before the expiration of their terms, at any regular or special Shareholders' meeting.

ARTICLE VIII

The Shareholders of said Corporation shall have the right to increase or decrease the capital stock to such sum or sums as they may desire.

ARTICLE IX

The Corporation shall have all the rights, powers, privileges and immunities conferred by the Alabama Business Corporation Act and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as fully as though set out herein.

ARTICLE X

The duration of the Corporation shall be perpetual.

ARTICLE XI

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing.

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors are expressly authorized:

(a) To make and alter the Bylaws of this Corporation, but Bylaws so made by the Directors may be altered or repealed by the Directors or Shareholders;

(b) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any accumulated profits shall be

declared and paid as dividends, to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and deposition of any surplus or net profit over and above the capital stock paid in;

(c) To make, from time to time (so as may be permitted by law) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE XII

The Corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the Corporation is solvent), as may be fixed from time to time by the Board of Directors, and may receive in payment thereof, in whole or in part, cash, labor done, personal property, or real property, or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for the consideration so fixed shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

This Corporation, may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall

be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefore.

ARTICLE XIII

The Corporation shall have a lien on its shares of stock for any debt of liability incurred to it by a Shareholder, before notice of a transfer or levy on such shares.

ARTICLE XIV

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of earned surplus or capital surplus available therefore.

ARTICLE XV

All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of these Articles of Incorporation as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XVI

Every person (and the heirs, executors and administrators of such person) who is or was an officer, director, or employee of this Corporation, or of any other corporation which he or she served as such, at the request of this Corporation, and of which this Corporation directly or indirectly is a Shareholder or creditor of, or in the stocks, bonds, securities or other obligations of which it is in any way interested, may in accordance with the second paragraph of this Article be indemnified by the Corporation against any and all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or against the Corporation and/or said individual or in the right of the Corporation or such other company or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been an officer, director or employee of the Corporation or such other corporation, or by reason of any action taken or not taken by him or her in such capacity, whether he or she continues to be such officer, director, or employee at the time such liability or expense shall have been incurred, provided he or she acted in good faith in what he or she reasonably believed to be the best interests of the Corporation or such other corporation, as the case may be, and in addition, in any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. As used herein, the term "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgment,

settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Any indemnification hereunder shall be made at the discretion of the Corporation, but only if the Board of Directors (with no Director who is a party to or interested in such claim, action, suit or proceeding, participating) shall find that such person has met the standards of conduct set forth in the preceding paragraph. If two-thirds or more of the Board of Directors are parties to or are interested in such claim, action, suit or proceeding, the regular counsel for the Corporation shall determine whether such person has met such standards.

Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification hereunder.

The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under the laws of the State of Alabama, and Bylaws, agreement vote of Shareholders, or otherwise.

ARTICLE XVII

The Directors and/or Shareholders may waive, in writing, any requirement under the laws of the State of Alabama (where law permits such waiver) for the holding of a formal meeting with respect to any business of the Corporation by resolution executed or consented to in writing by all of the Directors and/or Shareholders without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on the Corporation in the same

manner as if a meeting had been called with respect to such action and notice issued, as provided by the laws of the State of Alabama.

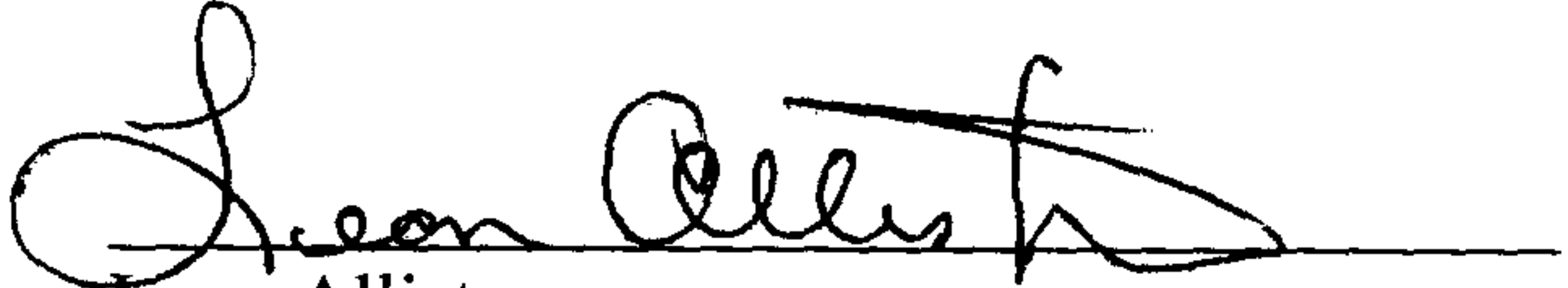
ARTICLE XVIII

The private property of the Shareholders shall not be subject to payment of corporate debts to any extent whatsoever.

ARTICLE XIX

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner, now or hereafter prescribed by statute, and all rights conferred on Shareholders herein are granted subject to this reservation.

IN TESTIMONY WHEREOF, the Incorporator has hereunto signed and subscribed his name and files these Articles of Incorporation for record in the Office of the Probate Judge of Shelby County, Alabama, for the purposes of forming a corporation, in pursuance of said laws, this the 27 day of August, 2003.


Leon Alliston

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

Castle Entries Franchising Corporation

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Richard C Duell III, 5266 Grantswood Road, Birmingham, AL 35210 for a period of one hundred twenty days beginning August 19, 2003 and expiring December 18, 2003.



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.

August 19, 2003

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State