

Delaware

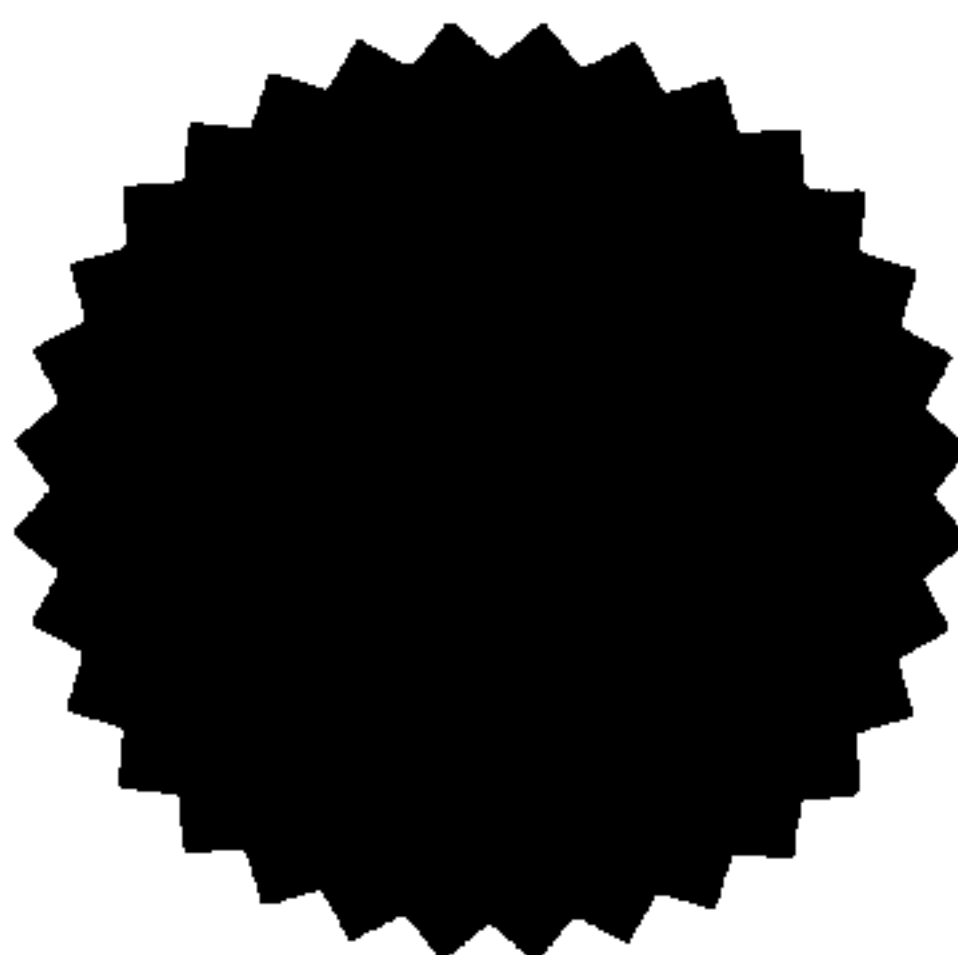
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Shelby Cnty Judge of Probate, AL
02/06/2004 09:47:00 FILED/CERTIFIED

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE
CORPORATION UNDER THE NAME OF "CAPTAIN D'S, INC." TO A DELAWARE
LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CAPTAIN D'S,
INC." TO "CAPTAIN D'S, LLC", FILED IN THIS OFFICE ON THE FIFTH
DAY OF AUGUST, A.D. 2002, AT 11:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2117220

3062036 8100V

020736199

DATE: 12-02-02

**STATE OF DELAWARE CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE
DELAWARE GENERAL CORPORATION LAW**

August 5, 2002

- (1) The name of the corporation is Captain D's, Inc., a Delaware corporation (the "Corporation").
- (2) The original Certificate of Formation for this entity was filed on June 25, 1999, and a Certificate of Conversion, converting the entity to its current corporate form, was filed on August 30, 2000.
- (3) The name of the limited liability company into which the Corporation is being converted is Captain D's, LLC.
- (4) The conversion of the Corporation into a limited liability company has been approved in accordance with Section 266 of the Delaware General Corporation Law and such conversion shall be effective August 5th, 2002.

CAPTAIN D'S, INC.

By:

Name: Allen W. Allen, Jr.

Its:

Vice-President

Exhibit A

Land in Shelby County, Alabama, being more particularly described as follows:

Tract I:

A part of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 25, Township 20 South, Range 3 West, being more particularly described as follows: Commence at the Southwest corner of the SW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 25, Township 20 South, Range 3 West and run East along the South line of said $\frac{1}{4}$ - $\frac{1}{4}$ section a distance of 130.60 feet to a point on the Westerly right-of-way line of U. S. Highway No. 31; thence an angle left of 75 degrees 29 minutes and run Northerly along said Westerly right-of-way line a distance of 560 feet to the point of beginning; thence an angle left of 90 degrees and run Northwesterly a distance of 200 feet; thence an angle right of 90 degrees and run Northerly a distance of 115 feet; thence an angle right of 90 degrees and run Easterly a distance of 200 feet to the Westerly right-of-way line of U. S. Highway No. 31; thence an angle right of 90 degrees and run along said Westerly right-of-way line 115 feet to the point of beginning.

Tract II:

A parcel of land situated in the Southwest 1/4 of the Southwest 1/4 of Section 25, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of the Southwest one quarter of the Southwest one quarter of Section 25, Township 20 South, Range 3 West, Shelby County, Alabama, and run East along the South line of said quarter-quarter section 130.60 feet to a point on the westerly right of way of U. S. Highway No 31; thence 75 degrees 29 minutes left and run northerly along said westerly right of way 560 feet; thence 90 degrees left leaving said right of way and run northwesterly 200 feet to the point of beginning; thence continue along last stated course 118.23 feet to the easterly right of way of the Louisville-Nashville Railroad; thence 82 degrees 21 minutes thirty seconds right along said railroad right of way 116.03 feet; thence 97 degrees 38 minutes 30 seconds right leaving said railroad right of way and run 133.66 feet; thence 90 degrees right 115 feet to the point of beginning.



U17536998-01L003

CERT./CONVERSION

LOAN# 3573

US Recordings

Address of Property: 1381 First St. N., Alabaster, Alabama

Tax: 13-7-25-3-001-008.006 and 13-7-25-3-001-008.010

NCS[#]02-740