

**ARTICLES OF INCORPORATION
OF
Brian's Barn Produce, Inc.**

The undersigned, acting as Incorporators of a corporation under the *Code of Alabama* (1975), adopt the following Articles of Incorporation for such corporation:

(1) NAME OF CORPORATION and DURATION: The name of the corporation shall be Brian's Barn Produce, Inc., and the period of its duration shall be perpetual.

(2) PURPOSE: The objects and purposes for which the corporation is formed are:

(a) To perform and engage in the retail sale of fresh fruits and vegetables and related products;

(b) To enter into, make and perform contracts and agreements of every kind for any lawful purpose, with any person, firm, corporation, municipality, or political body, whether related to the business purpose stated in Paragraph (a) above or not, and generally to carry on any and every lawful business which a corporation is permitted to do by the Constitution and laws of the State of Alabama, and such other business shall not be limited to the State of Alabama;

(c) In furtherance and not in limitation of the aforesaid objects, to carry on any lawful business, to sell all types of goods and perform all types of services, and to do anything convenient in connection with the carrying on of such business; and to operate without any restrictions any legal business in the State of Alabama, or any other state of the United States, and to own, buy and sell personal property and to borrow money and issue bonds, notes or mortgages therefor.

(3) INITIAL REGISTERED OFFICE: The address of the initial registered office of the corporation is 146 Homestead Trail, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Brian A. Cunningham.

(4) STOCK: The amount of the total authorized capital stock of this corporation is fixed at \$100.00, divided into 100 shares of common stock of the par value of \$1.00 per share. The amount of capital stock with which the corporation will begin business is 100, shares of common stock of the par value of \$1.00 per share. There shall be only one class of stock.

Boardman

(5) The name and address of the agent designated by the Incorporators to receive subscriptions to the capital stock of the corporation is Brian Cunningham, 146 Homestead Trail, Pelham, Alabama 35124.

(6) **BOARD OF DIRECTORS:** The number of Directors constituting the initial Board of Directors of the Corporation is two, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and qualified are:

| NAME | ADDRESS |
|---------------------|--|
| Brian A. Cunningham | 146 Homestead Trail Pelham, Alabama 35124 |
| Susan A. Cunningham | 146 Homestead Trail Pelham, Alabama 35124 |

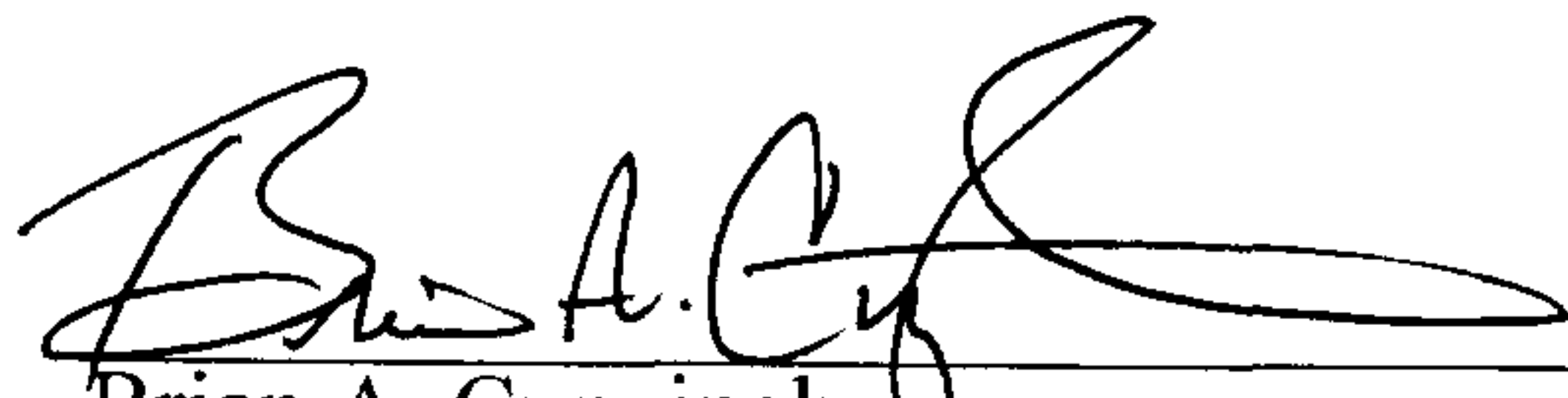
(7) **INCORPORATORS:** The names and postal addresses of the Incorporators and the number of shares of stock subscribed for by each are as follows:

| NAME | ADDRESS | SHARES SUBSCRIBED |
|---------------------|--|--------------------------|
| Brian A. Cunningham | 146 Homestead Trail Pelham, Alabama 35124 | 50 |
| Susan A. Cunningham | 146 Homestead Trail Pelham, Alabama 35124 | 50 |

(8) **BYLAWS:** The shareholders shall have the authority to adopt Bylaws of the Corporation, and the power to alter, amend, or repeal the Bylaws and to adopt new Bylaws. The Bylaws shall contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

(9) **AMENDMENTS:** All provisions of these Articles of Incorporation shall be subject to amendment by affirmative vote of three quarters of the shareholders.

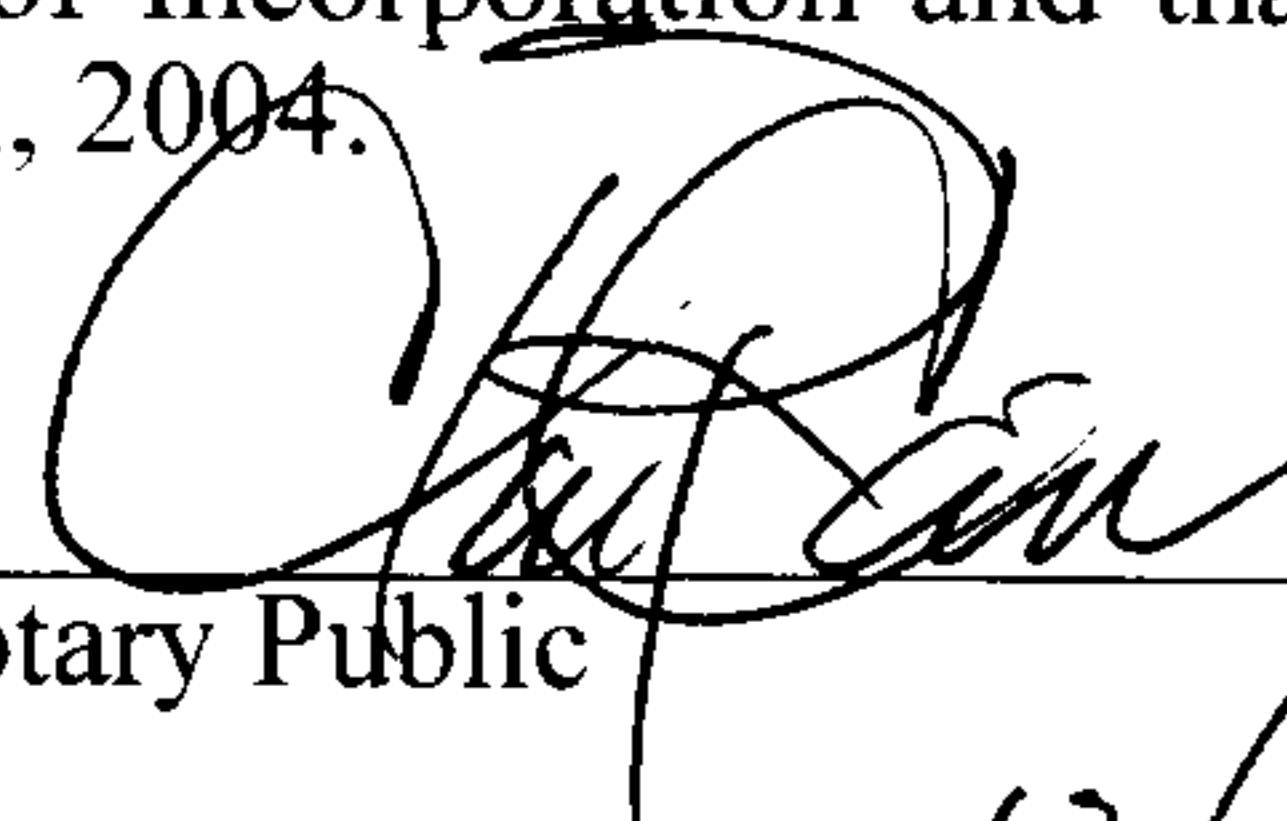
IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their signatures on this the 23rd day of April, 2004.



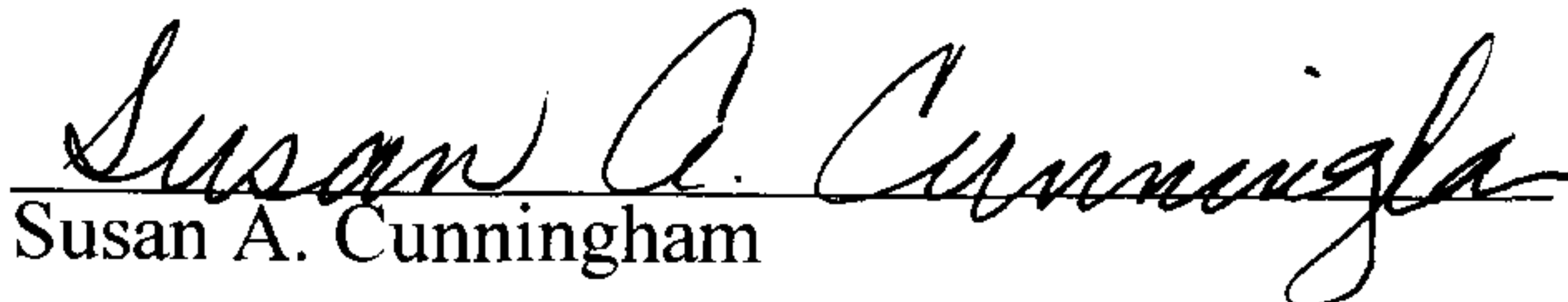
Brian A. Cunningham

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, a Notary Public, in and for said County and State, appeared Brian A. Cunningham, who is known to me, and having been duly sworn, states that the above is his signature, that it is attached to these Articles of Incorporation and that it is subscribed for the purposes stated herein, this the 23rd day of April, 2004.



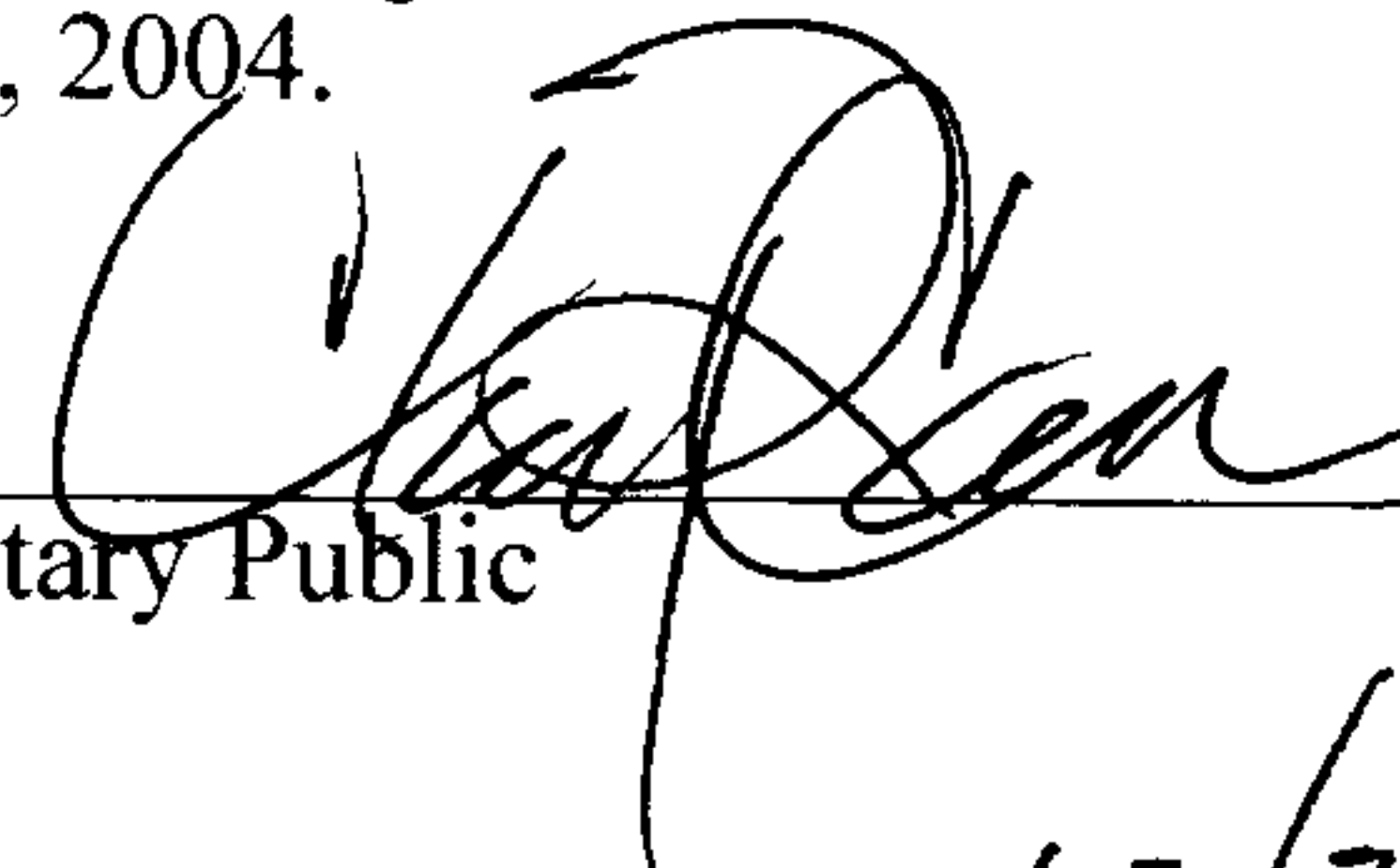
Notary Public
12/28/06



Susan A. Cunningham

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, a Notary Public, in and for said County and State, appeared Susan A. Cunningham, who is known to me, and having been duly sworn, states that the above is her signature, that it is attached to these Articles of Incorporation and that it is subscribed for the purposes stated herein, this the 23rd day of April, 2004.



Notary Public
12/28/06

This instrument was prepared by:

Clay R. Carr
Boardman, Carr, Weed & Hutcheson, PC
400 Boardman Drive
Chelsea, Alabama 35043
(205) 678-8000

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:

Brian's Barn Produce, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Clay R Carr, 400 Boardman Dr, Chelsea, AL 35043 for a period of one hundred twenty days beginning April 5, 2004 and expiring August 4, 2004.



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.

April 5, 2004

Date


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

Nancy L. Worley

Secretary of State

CORPORATE NAME ASSIGNMENT
Brian's Barn Produce, Inc.

The undersigned, Clay R. Carr, hereby assigns all rights to and interests in the name "Brian's Barn Produce, Inc.", to Brian and Susan Cunningham as Incorporators of Brian's Barn Produce, Inc.


Clay R. Carr