

**ARTICLES OF INCORPORATION
OF
MARKET STREET BISTRO, INC.**

For the purpose of forming a corporation under the Alabama Business Corporation Act and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned does hereby sign and adopt these Articles of Incorporation and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of the county in which the initial registered office is established under Article V hereof, the existence of a corporation (hereinafter referred to as the "Corporation"), under the name set forth in Article I hereof, shall commence.

**ARTICLE I.
NAME**

- 1.1 The name of the Corporation shall be Market Street Bistro, Inc.

**ARTICLE II.
PERIOD OF DURATION**

- 2.1 The duration of the Corporation shall be perpetual.

**ARTICLE III.
PURPOSES, OBJECTS AND POWERS**

- 3.1 The purposes and objects and powers of the Corporation are:
- (a) To engage in any lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article III to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act.
 - (b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection therewith all powers given to corporations by the laws of the State of Alabama.
 - (c) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects and powers:
 - (1) To operate a full service restaurant, meeting area and catering business, and any and all activities incidental thereto.
 - (2) To have and to exercise any and all of the powers specifically granted in the business corporation laws of the State of Alabama, none of which shall be deemed to be

inconsistent with the nature, character or object of the Corporation and none of which are denied to it by these Articles of Incorporation.

(3) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wherever situated.

(4) To purchase, lease or otherwise acquire any interest in the properties and rights of any person, firm, corporation or governmental unit; to pay for the same in cash, in shares of stock, bonds, or other securities, evidences of indebtedness or property of this Corporation or of any other person, firm, corporation or governmental unit.

(5) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation, or governmental unit, and while the owner and holder thereof, to exercise all rights of possession and ownership.

(6) To purchase or otherwise acquire (including without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the Act, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds obligations or other securities.

(7) To borrow money from any person, firm, corporation, or governmental unit and to secure any debt by mortgage or pledge of any property of the Corporation; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(8) To lend money, or aid or extend credit to or use its credit to assist, any person, firm, corporation, or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with the Act.

(9) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation, or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Corporation.

(10) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(11) To carry on its business anywhere in the United States and in foreign countries.

(12) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing

plans, stock bonus plans, stock option plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

(13) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

3.2 All words, phrases and provisions appearing in this Article III are used in their broadest senses, are not limited by reference to or interference from any other words, phrases or provisions and shall be so construed.

ARTICLE IV.

CAPITAL STOCK

4.1 The aggregate number of shares of capital stock which the Corporation shall have the authority to issue shall be 5,000 shares of common stock of the par value of \$1.00 per share.

4.2 The number of shares of capital stock which the Corporation shall initially issue shall be 1,000 shares of common stock of the par value of \$1.00 per share.

4.3 Each holder of the shares of common stock shall be entitled to one vote for each share held by such holder, including the election of directors. There shall be no cumulative voting rights in the election of directors. There shall be one class of common stock, and each share of common stock shall have the same relative rights and be identical in all respects with the other shares of common stock.

ARTICLE V.

REGISTERED OFFICE AND REGISTERED AGENT; **PRINCIPAL OFFICE**

5.1 The location and mailing address of the initial registered office of the Corporation shall be 77 Lake Davidson Lane, Helena, Alabama 35080.

5.2 The initial registered agent at such address shall be Ron P. McNeely.

5.3 The principal office of the Corporation in the State of Alabama shall be 77 Lake Davidson Lane, Helena, Alabama 35080.

ARTICLE VI.

BOARD OF DIRECTORS

6.1 The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors of the Corporation shall be fixed from time to time by the

bylaws, or in the absence of the bylaws fixing the number of directors, the number of directors shall be four (4). The number of directors may be increased or decreased from time to time by amendment to the bylaws, to the full extent permitted under the laws of the State of Alabama, provided that the Board of Directors shall consist of not less than one natural person, and that no decrease shall have the effect of shortening the term of any incumbent director.

6.2 The number of directors constituting the initial Board of Directors shall be four (4).

6.3 The name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors be elected and qualify are:

DIRECTOR

ADDRESS

Patsy Tidwell

100 Heather Way, Pelham, AL 35124

Kristie Amanda Tidwell

100 Heather Way, Pelham, AL 35124

Pamela Lyn Carroll

100 Heather Way, Pelham, AL 35124

Ron P. McNeely

1024 Stoney Kirk Road, Pelham AL 35124

ARTICLE VII.

INCORPORATOR

7.1 The name and address of the incorporator is:

NAME

ADDRESS

Ron P. McNeely

1024 Stoney Kirk Road, Pelham AL 35124

ARTICLE VIII.

BYLAWS

8.1 The initial bylaws of the Corporation shall be adopted by the shareholders. The Board of Directors shall have the power and authority to amend, repeal or alter the bylaws, in whole or in part, or adopt new bylaws; provided, however, that the Board of Directors may not amend, repeal or alter any bylaw establishing what constitutes a quorum at shareholders' meetings. The bylaws may contain any provisions governing the affairs of the Corporation, and its directors and shareholders not inconsistent with the then existing laws of the State of Alabama or these Articles of Incorporation.

ARTICLE IX.

INDEMNIFICATION; INSURANCE

9.1 The Corporation shall indemnify, to the fullest extent permissible under the Alabama corporate law, any individual who is or was a director, officer, employee or agent of the Corporation, and any individual who serves or served at the Corporation's request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, in any proceeding in which the individual is made a party as a result of his or her service in such capacity.

9.2 Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

9.3 The Corporation may purchase and maintain insurance on behalf of (i) any person who is or was a director, officer, employee, or agent of the Corporation; and (ii) any person who serves or served at the Corporation's request as a director, officer, employee, agent, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, against any liability incurred by him or her in any such position, or arising out of his status as such, whether or not the Corporation would have power to indemnify him or her against such liability under Alabama corporate law.

ARTICLE X

LIMITATIONS ON DIRECTORS' LIABILITY

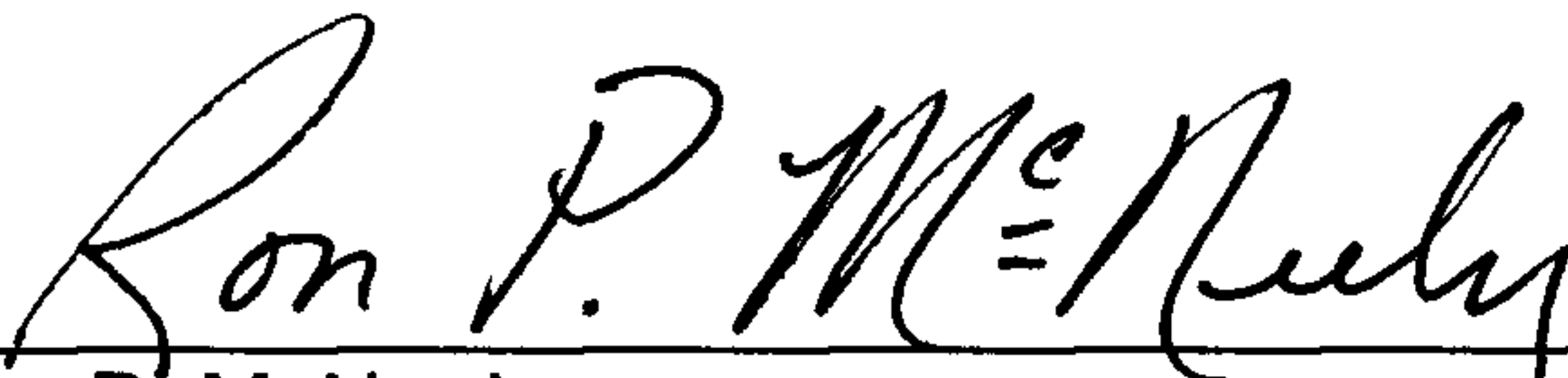
10.1 A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability for (i) the amount of a financial benefit received by a director to which he or she is not entitled, (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 ("Liability for Unlawful Distributions") of the 1994 Alabama Business Corporation Act; (iv) an intentional violation of criminal law; or (v) a breach of the director's duty of loyalty to the Corporation or its shareholders. If the 1994 Alabama Business Corporation Act or other Alabama law is amended or enacted after the date of filing of these Articles to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Alabama Business Corporation Act, as so amended, or such other Alabama law. Any repeal or modification of this Article X by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI

AMENDMENTS

11.1 The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

IN TESTIMONY WHEREOF, witness the hand of the undersigned incorporator on this the 25th day of August, 2004.



Ron P. McNeely

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County and State, hereby certify that **RON P. McNEELY** whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

GIVEN UNDER MY HAND AND SEAL on this the 25th day of August, 2004.



Notary Public
State of Alabama at Large

(SEAL)

My Commission Expires: 3/1/08

This document prepared by:

Harry W. Gamble
4290 Hwy 52, Suite G
Helena, AL 35080

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:

Market Street Bistro, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Harry Gamble, 4290 Highway 52 Ste G, Helena, AL 35080 for a period of one hundred twenty days beginning August 24, 2004 and expiring December 23, 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.

August 24, 2004

Date

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

Nancy L. Worley

Secretary of State