

SHAREHOLDER'S AGREEMENT

At the first meeting of the Shareholders and Board of Director(s) for All Inn One Food Mart, Inc., according to the By-Laws, it was agreed that the Articles of Incorporation below would amend and/or replace all existing Articles for the Corporation past or present. All members, shareholders, board of directors will be subject to the tenets of the amended Articles for All Inn One Food Mart, Inc. effective January 12, 2005.

STATE OF ALABAMA
SHELBY COUNTY

AMENDED

Articles Of Incorporation Of

ALL INN ONE FOOD MART, INC.

TO THE PROBATE JUDGE OF SHELBY COUNTY:

UNDER AND BY VIRTURE of the Alabama Business Corporation Act, the undersigned incorporator does hereby make and file these Articles of Incorporation, pursuant to the provisions of said laws, to become hereunder a body corporate, for the purposes of carrying on the business named, and hereby declare and certify.

ARTICLE I – NAME

The name of this corporation (“the Company”) shall be ALL INN ONE FOOD MART, INC.

ARTICLE II - DURATION

The period of duration of the Company is PERPETUAL.

ARTICLE III – PURPOSE

The nature of the business of the Corporation and its objects, purposes and powers are to conduct the business, buying, selling and otherwise dealing in and with the merchandising of goods and services as principal agent, shall broker, commission, merchant, or in any other lawful capacity, and do everything necessary, suitable, or proper for the accomplishment of any of these purposes or any objective incidental to or connected with any of these purposes. Further, to buy, sell, encumber, lease, or otherwise deal in or dispose of

real property, personal property and fixtures, however denominated, to give and take security interest in goods, to cause same to be attached and perfected, and to borrow or lend money for any Company purpose enumerated or not specifically enumerated herein. Also, to construct buildings, machinery, or equipment, to purchase, acquire, sell or otherwise dispose of same, and to sell, acquire, purchase, register, apply for, obtain and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States, or elsewhere or otherwise; and to use; exercise, develop, grant, or otherwise make use of licenses in respect of, or otherwise in turn to account any trademarks, patents, licenses, processes, copyright and the like, or any such property or rights, and to apply for, obtain, register, lease, purchase, or otherwise to acquire, to hold, use, own, operate, and introduce any copyright or copyrights on material appurtenant to the business. Further, to acquire by purchase, subscription, or otherwise, and to hold or dispose of any interest in other companies, bonds, or any other obligations of any company formed for, or then or therefore engaged in or pursuing, any one or more of the kinds of business, purposes, objects, or operations above indicated, or owning or holding any property of any kind herein mentioned; or of any company owning or holding the interest or the obligations of any other company. And the Company shall otherwise be empowered and authorized to transact any lawful business, and operate for any lawful purpose, not hereinbefore specifically enumerated.

ARTICLE IV – NUMBER OF SHARES

The aggregate number of shares of stock, which the Corporation shall have the authority to issue, shall be One Thousand (1000) Shares of Common Stock of the par value of One Dollar (\$1.00) per share.

Barkat Hassan Ali, mailing address, 10491 U.S. Highway 31 South, Calera, AL 35040, will purchase five hundred Ten (510) Shares of available Corporation's stock at the rate of \$1,00 per share for fifty one percent (51%) ownership of the Company.

Faisal Noorani, mailing address, 10491 U.S. Highway 31 South, Calera, AL 35040, will purchase the remaining four hundred and ninety (490) Shares of available Corporation's stock at the rate of \$1,00 per share for forty nine percent (49%) ownership of the Company.

All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held or record by not more than thirty (30) persons.


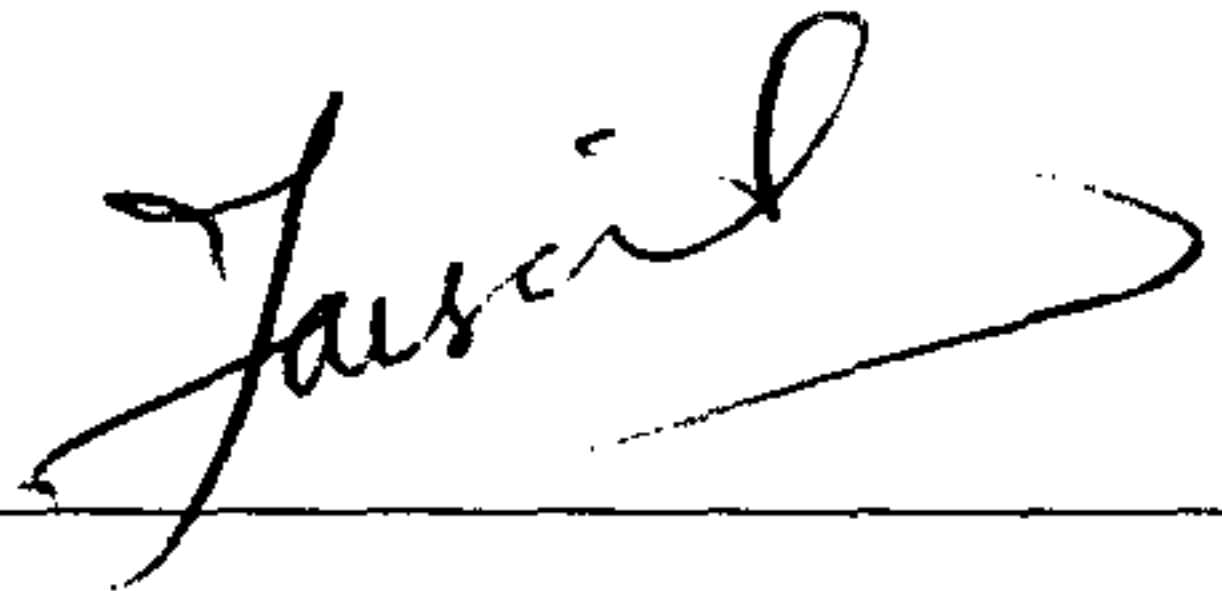
ARTICLE V – REGISTERED AGENT/OFFICE

The initial registered office and mailing address of the Corporation shall be 10491 U. S. Highway 31 South, Calera, AL 35040, and the initial registered agent at such shall be Faisal Noorani.

ARTICLE VI – NAMES AND ADDRESSES OF DIRECTORS

The Directors are elected in accordance with the Bylaws. A director must be 18 years of age. The initial number of Directors shall be two (2).

The name, signature and residence addresses of the person(s) appointed to act as the initial director(s) officer(s) incorporator(s) shall be, In Witness Whereof, I have signed these articles and acknowledge same to be my act.

<i>Name</i>	<i>Signature</i>	<i>Address</i>
<i>Barkat Hassan Ali President,</i>	 _____	<i>10491 U.S. Highway 31 S Calera, AL 35040</i>
<i>Faisal Noorani Secretary/Treasurer</i>	 _____	<i>10491 U.S. Highway 31 S Calera, AL 35040</i>

ARTICLE VII – INCORPORATOR

The name and address of the incorporator(s) is: Barkat Hassan Ali, 10491 U.S. Highway 31 South, Calera, AL 35040.

ARTICLE VIII – OPERATING AGREEMENT

The Operating Agreement of the Corporation shall be executed by the Officer(s) of the Corporation and shall set forth all provisions for the affairs of the Corporation and the conduct of its business to the extent that such provisions are not inconsistent with the laws of Alabama or these Articles of Incorporation.

ARTICLE IX

The directors and/or shareholders may waive any requirement under the laws of the State of Alabama (where the laws permit such waivers) for the holding of a formal meeting with respect to any business transacted by this Corporation, and may transact the 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 executed or consented to shall be valid and binding on this 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 X

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

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned Incorporator(s) have executed these Articles of Incorporation on the 10th day of January, 2005

Barkat Ali
Barkat Hassan Ali
Incorporator

State of Alabama
County of Shelby

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that **Barkat Hassan Ali**, whose name is signed to the foregoing conveyance, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation of **ALL INN ONE FOOD MART, INC.**, he executed the same voluntarily on the day the same bears date.

Given under my hand this the 10th day of January, 2005

Kevin Turner
(Notary Public)

My Commission Expires: March 09, 2015

This instrument was prepared by
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