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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF ORGANIZATION

OF

BARMAX, LLC

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Alabama Code (1975), as amended (the "Alabama Limited Liability Company Act"), hereby files the following Articles of Organization with the probate judge of the county in which the initial registered agent of the limited liability company will be located and affirm that the facts in these Articles of Organization are true and correct:

ARTICLE I

The name of the limited liability company is BARMAX, LLC (the "Company").

ARTICLE II

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Office of Probate Judge for Shelby County, Alabama until the Company shall be dissolved pursuant to (a) the laws of the State of Alabama or (b) the Operating Agreement of the Company, as in effect from time to time.

ARTICLE III

The purposes for which the Company is organized are as follows:

- (a) To render services for the development, and operation of restaurants in the food service industry and services ancillary thereto.
- (b) To perform any and all business for which a limited liability company may be organized under the Alabama Limited Liability Company Act.
- (c) To accomplish any lawful business whatsoever or which shall at any time appear conducive to or expedient for the protection or benefit of the Company and its property.

Ester Sanders

- (d) To exercise all other powers necessary to or reasonably connected with the Company's business, which may be legally exercised by a professional limited liability company under the Alabama Limited Liability Company Act or under the laws of any jurisdiction in which the Company may conduct its business.
- (e) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

ARTICLE IV

The location and mailing address of the initial registered office of the Company shall be 1215 Woodlands Way, Helena, Alabama 35080. The initial registered agent for service of process shall be Ward Henneker, Esq. of the law firm Estes, Sanders & Williams, LLC. located at 3800 Colonnade Parkway, Suite 330, Birmingham, Alabama 35243.

ARTICLE V

The name and mailing address of the initial members of the Company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Jim Barnett	1215 Woodlands Way Helena, Alabama 35080
Travis Maxey	1670 Hebron Church Road Statham, Georgia 30666

The name and mailing address of the organizer are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Ward Henneker, III	3800 Colonnade Parkway Suite 330 Birmingham, Alabama 35243

ARTICLE VI

The members of the Company shall have the right to admit additional members to the Company upon a two-thirds majority of all of the members of the Company.

ARTICLE VII

The Company shall dissolve upon the cessation of membership of the last remaining member in accordance with the Operating Agreement of the Company.

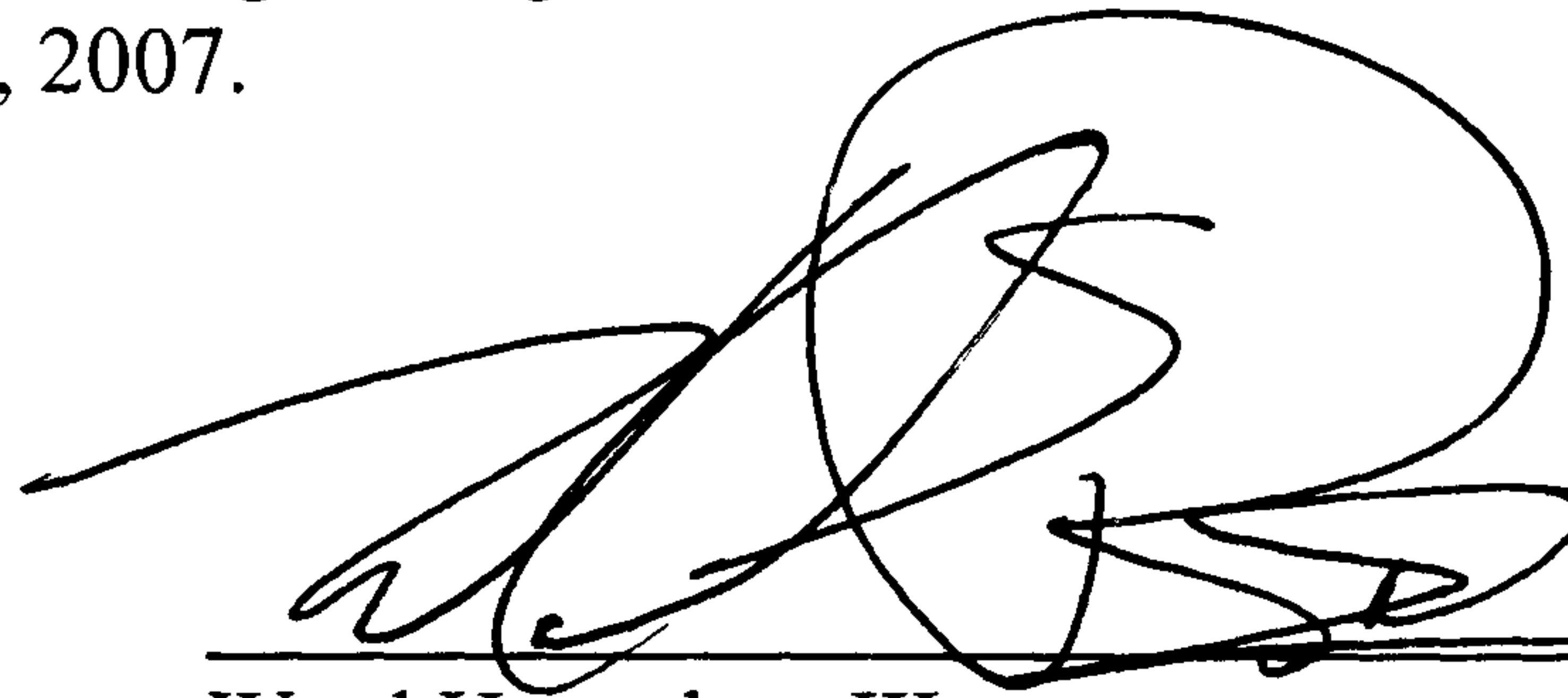
ARTICLE VIII

The Company shall be managed by its members.

ARTICLE IX

The members of the Company shall have no liability for any debt, obligation, or liability of the Company, except as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization this the 9th day of January, 2007.



Ward Henneker, III

This instrument prepared by:
Ward Henneker, Esq.
Estes, Sanders & Williams, LLC
3800 Colonnade Parkway
Suite 330
Birmingham, Alabama 35243
(205)949-5500