

AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
CARDINAL RESTAURANTS, LLC

Pursuant to the provisions of the Alabama Limited Liability Company Act, as amended (the "ALLCA"), and pursuant to resolutions duly adopted by its Members, Cardinal Restaurants, LLC hereby amends and restates its Articles of Organization as follows:

ARTICLE I - *Name*

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

ARTICLE II - *Duration*

The Company shall have a perpetual duration from the date of organization.

ARTICLE III - *Purposes*

The purposes for which the Company is formed are:

- (a) To provide food, drink, confections, and refreshment to those in need;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any food service, restaurant, industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

- (g) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (h) To engage in any other lawful act or activity for which limited liabilities companies may be organized pursuant to the Act.

#### ARTICLE IV - *Registered Office; Registered Agent*

The location and street address of the initial registered office of the Company shall be Cardinal Restaurants, LLC, 3310 Pelham Parkway, Alabama 35124, and its registered agent at such address shall be Mr. Jimmy McElhaney.

#### ARTICLE V - *Initial Members and Organizer*

The name and address of the initial member is:

Mr. Jimmy McElhaney  
27 Laura  
Woodstock, Alabama 35188

The name and address of the organizer is:

Mr. Carl S. O'Neal, Jr.  
Law Offices of Carl S. O'Neal, Jr., P.C.  
2602 King's Ridge Drive  
Birmingham, Alabama 35243  
(205) 907-4034

#### ARTICLE VI - *Admission of Additional Members*

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

#### ARTICLE VII - *Cessation of Membership*

The cessation of membership of one or more members will not result in the dissolution of the Company.

#### ARTICLE VIII - *Initial Manager*

The members of the Company shall have the power to manage the business and affairs of the Company as provided in the Company's operating agreement. The name and address of the



member who is to serve as manager until such time as his successor is elected and begins serving is:

Mr. Jimmy Mcelhaney  
Cardinal Restaurants, LLC  
3310 Pelham Parkway  
Pelham, Alabama 35124

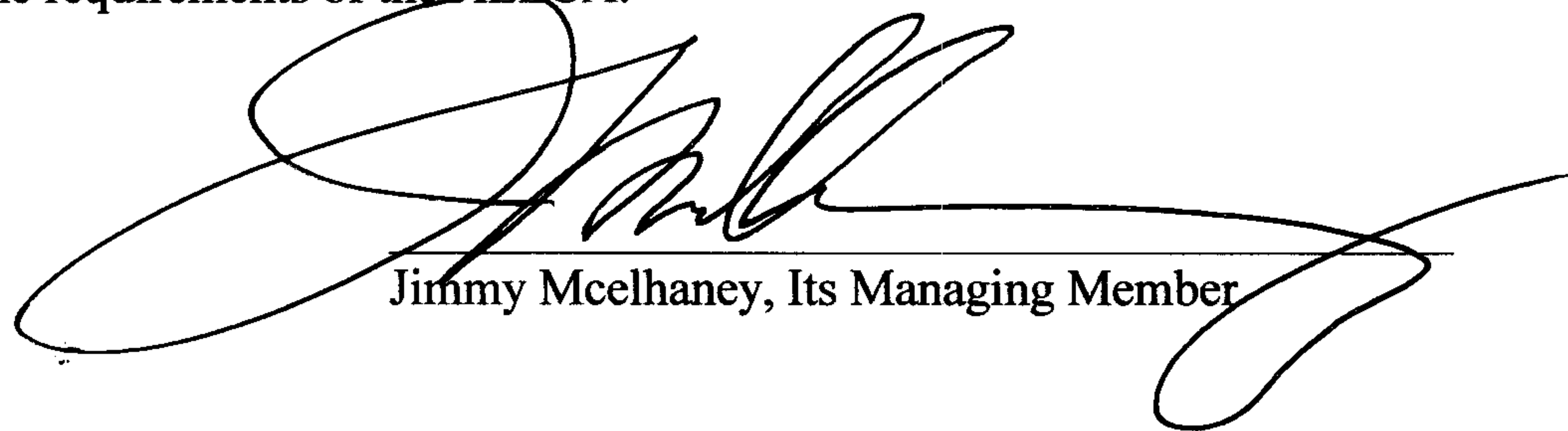
These Amended and Restated Articles of Organization were approved and adopted on July 31, 2008.

The approval and adoption of the Amended and Restated Articles of Organization was accomplished by the unanimous consent of the Members and Managers of the Company pursuant to the ALLCA.

The number of membership units of the Company outstanding at the time of such approval and adoption was 100 and the number of membership units of the Company entitled to vote thereon was 100.

The number of membership units of the Company voted for these Amended and Restated Articles of Organization was 100 and the number of membership units of the Company voted against the Amended and Restated Articles of Organization was 0.

These Amended and Restated Articles of Organization supercede the original Articles of Organization and all amendments thereto and are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of effecting such amendment and restatement in accordance with the requirements of the ALLCA.



Jimmy Mcelhaney, Its Managing Member