

**CERTIFICATE OF INCORPORATION OF
FORTUNE GROUP, INC.**

**TO THE HONORABLE JAMES W. FUHRMEISTER
JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA**

I, the undersigned, desiring to become a body corporate, do hereby file the following Certificate of Incorporation, pursuant to the laws of the State of Alabama, and the undersigned, Incorporated do hereby make and subscribe their names to this Certificate.

ARTICLE I

The name of the Corporation shall be: **Fortune Group, Inc.** (the "corporation").

ARTICLE II

The objects for which the Corporation are formed are:

The nature of the business of the Company and its objects, purposes and powers are to conduct the business, buying, selling and otherwise dealing in and with restaurants, restaurant franchises, the real property and personal property involved or related in any manner to restaurants and/or restaurant franchises and to 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 theretofore 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 III

The principal office of the corporation shall be in the county of Jefferson, State of Alabama, at such locations as shall be designated from time to time in the by-laws of the corporation. The Corporation shall begin business with its principal office located at: **3434 Pelham Parkway, Pelham, Alabama 35124.**

ARTICLE IV

The total authorized capital stock shall be one thousand (1,000) shares, consisting of voting common stock of the par value of One Dollar (\$1.00) per share. All such stock shall be common stock and shall be non-assessable. The amount of capital with which the corporation will begin business shall be Two Hundred (\$200.00) Dollars, consisting of two hundred (200) shares of the par value of One Dollar (\$1.00) per share, all of which shall be paid in, and said shares authorized. Eight hundred (800) shares of stock remain authorized but not issued at this time.

ARTICLE V

The name and address of the agent designated to receive subscriptions to said capital stock is: Leo Huang at: 3434 Pelham Parkway, Pelham, Alabama 35124.

The name and address of the agent designated to receive service of process and the registered office address is: Leo Huang at: 3434 Pelham Parkway, Pelham, Alabama 35124.

ARTICLE VI

The names and addresses of the incorporators, and the number of shares of stock subscribed by each are as follows:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
Leo Huang 3434 Pelham Parkway Pelham, Alabama 35124.	100	\$100.00

The name and address of the directors chosen for the first (1st) year are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Leo Huang	3434 Pelham Parkway Pelham, Alabama 35124	Director
Shu Shurett	3434 Pelham Parkway Pelham, Alabama 35124	Director

The name and addresses of the officers chosen for the first (1st) year are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Leo Huang	3434 Pelham Parkway Pelham, Al. 35124	Chief Executive Officer (CEO)
David Garrett	124 Castle Pines Drive Bonaire, Ga. 31005	Chief Operations Officer (COO)

ARTICLE VII

The duration for the corporation shall be perpetual.

ARTICLE VIII

The corporation shall possess all of the powers necessary to conduct the businesses, and carry out the objects herein expressed and all those expressly conferred upon corporations by the laws of the State of Alabama, as well as those necessarily implied, and which are reflected in the objects for which the corporation is formed as set out in Article II above.

ARTICLE IX

Attached hereto as Exhibit "A" is the statement under oath of Leo Huang and Sue Shurett,

the people designated herein as agent to receive subscriptions for the capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed and paid in.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names on this the 19th day of May, 2009.

Leo Huang 5-14-09
Leo Huang/ Date

THIS INSTRUMENT WAS PREPARED BY:

John A. Daugherty
JOHN A. DAUGHERTY, ESQ.
ATTORNEY AT LAW
1601 GENTILLY DRIVE
VESTAVIA HILLS, AL. 35226
PHONE: (205) 822-6443
FAX: (205) 824-0343

EXHIBIT "A"

I, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite the respective name, of the capital stock of **Fortune Group, Inc.**, a corporation being organized under the laws of the State of Alabama.

<u>NAME OF SUBSCRIBER</u>	<u>NUMBER OF SHARES</u>	<u>TOTAL AMOUNT</u>
Leo Huang	100	\$100.00
Shu Shurett	100	\$100.00

Leo Huang 5-14-09
Leo Huang/ Date

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, the undersigned, a Notary Public, in and for said State and County, personally appeared Leo Huang, known to me and who being by me first duly sworn, deposes and says that he is the person designated by the incorporators of **Fortune Group, Inc.**, to receive subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporators thereof; that each of said incorporators has paid in full for such shares of stock as set opposite the respective name of said subscriber on said subscription list in the manner therein described.

John A. Daugherty
JOHN A. DAUGHERTY (NOTARY)

MY COMM: EXP: 6/11/2011



20090519000188570 7/7 \$95.00
Shelby Cnty Judge of Probate, AL
05/19/2009 02:38:27 PM FILED/CERT

Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, 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:

Fortune Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Daughtery, 1601 Gentilly Dr, Birmingham, AL 35226 for a period of one hundred twenty days beginning May 11, 2009 and expiring September 9, 2009.



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.

May 11, 2009

Date

Beth Chapman

Beth Chapman

Secretary of State