

**ARTICLES OF MERGER  
OF  
CARTER MASON INVESTMENTS, L.L.C.  
INTO  
FOWL PLAY HOLDINGS, L.L.C.**

Pursuant to the Alabama Limited Liability Company Act, the undersigned Fowl Play Holdings L.L.C. adopts the following Articles of Merger:

**FIRST:** Carter Mason Investments L.L.C., an Alabama Limited Liability Company, (CMI), organized by filing a Certificate of Organization in the Probate Office of Shelby County, Alabama on February 10, 2004 and amended January 1, 2005, is merging into Fowl Play Holdings, L.L.C. (the "Company"), an Alabama Limited Liability Company, (FPH) organized by filing Article of Organization in the Probate Office of Shelby County, Alabama on July 28 2009.

**SECOND:** A plan of merger has been executed and approved unanimously by all of the members of CMI and FPH, which approval was by unanimous consent of all members, which are all of the parties that are to merge. A copy of the aforementioned plan of merger is attached hereto as Exhibit "A".

**THIRD:** All members of CMI have consented in writing to the conversion.

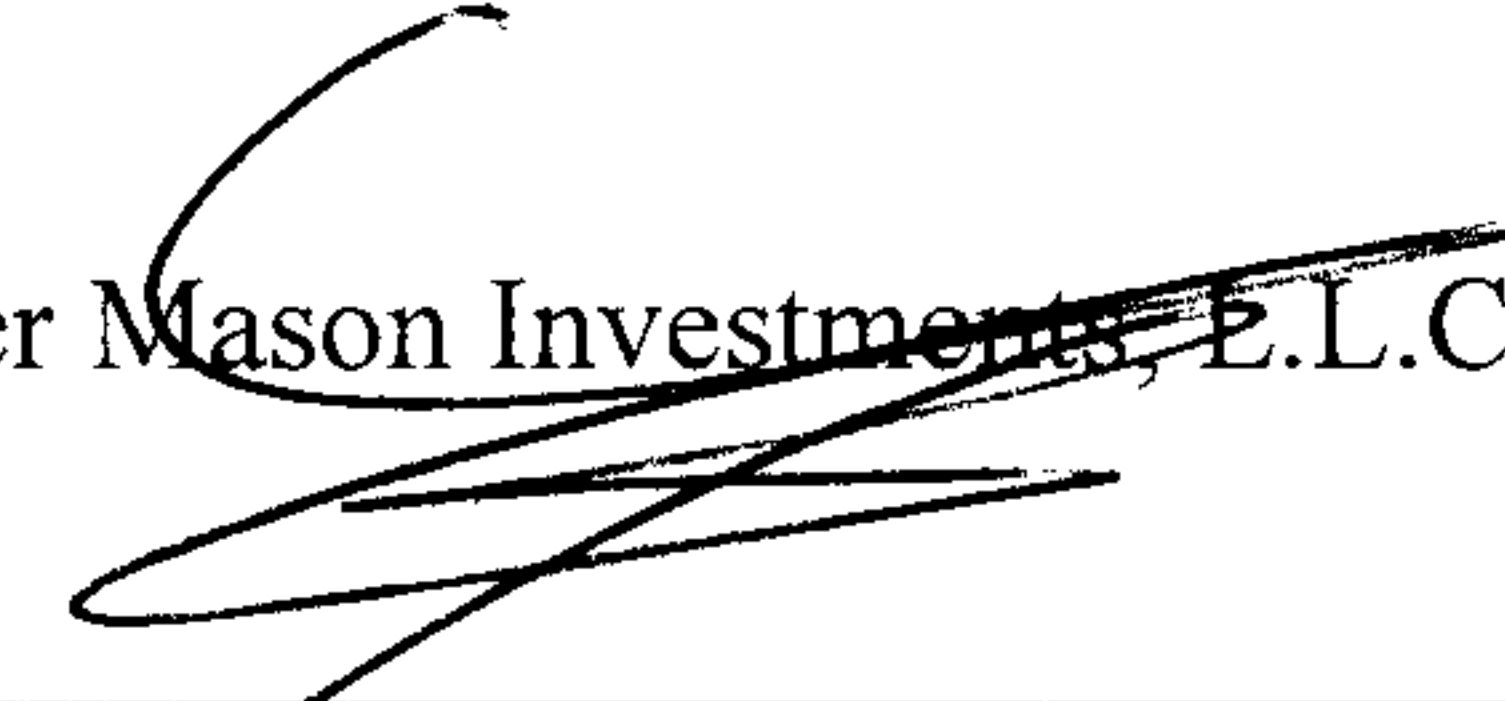
**FOURTH:** The name of the surviving and resulting entity is Fowl Play Holdings, L.L.C.

**FIFTH:** The plan of merger is on file at the place of business of Fowl Play Holdings, L.L.C. which is 5254 Cahaba Valley Cove, Birmingham, Alabama 35242.

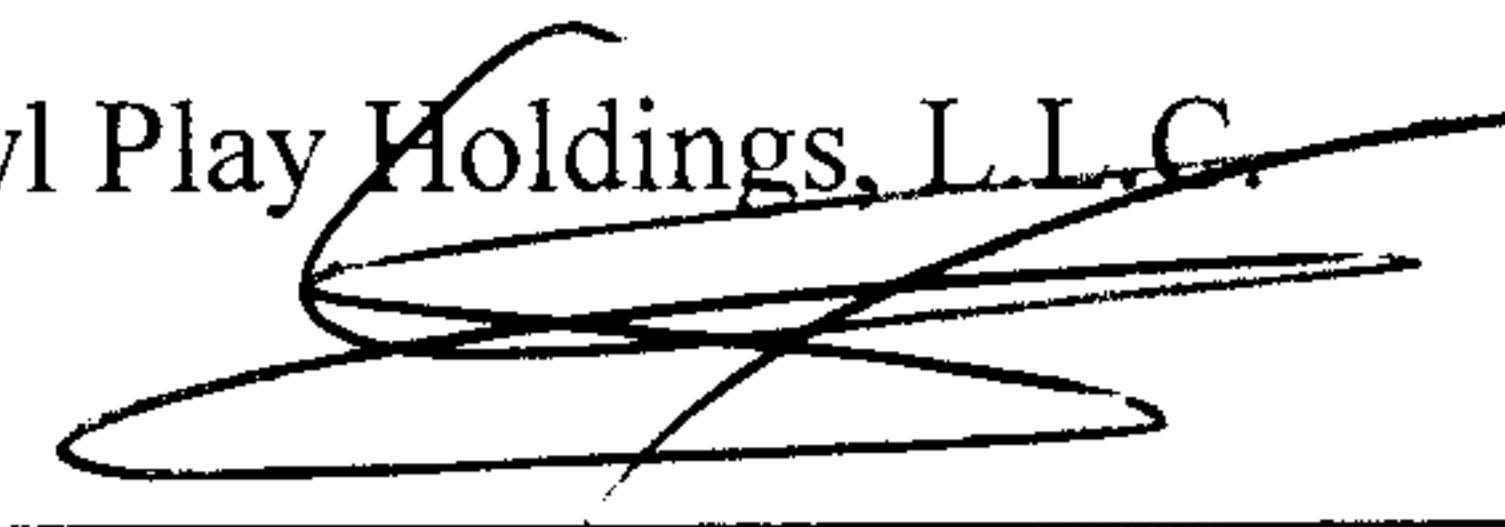
**SIXTH:** A copy of the agreement and plan of merger will be furnished by FPH, on request and without cost, to any member or other party holding an interest in CMI or FPH.

**SEVENTH:** The effective date of this merger shall be upon recording of this certificate.

**IN WITNESS WHEREOF**, the undersigned parties have caused these Articles of Merger to be executed on this 12<sup>th</sup> day of August, 2010.

Carter Mason Investments, L.L.C.  
BY:   
Courtney H. Mason, Jr., Member

BY:   
Russell Pate, Member

Fowl Play Holdings, L.L.C.  
BY:   
Courtney H. Mason, Jr., Member

BY:   
Russell Pate, Member

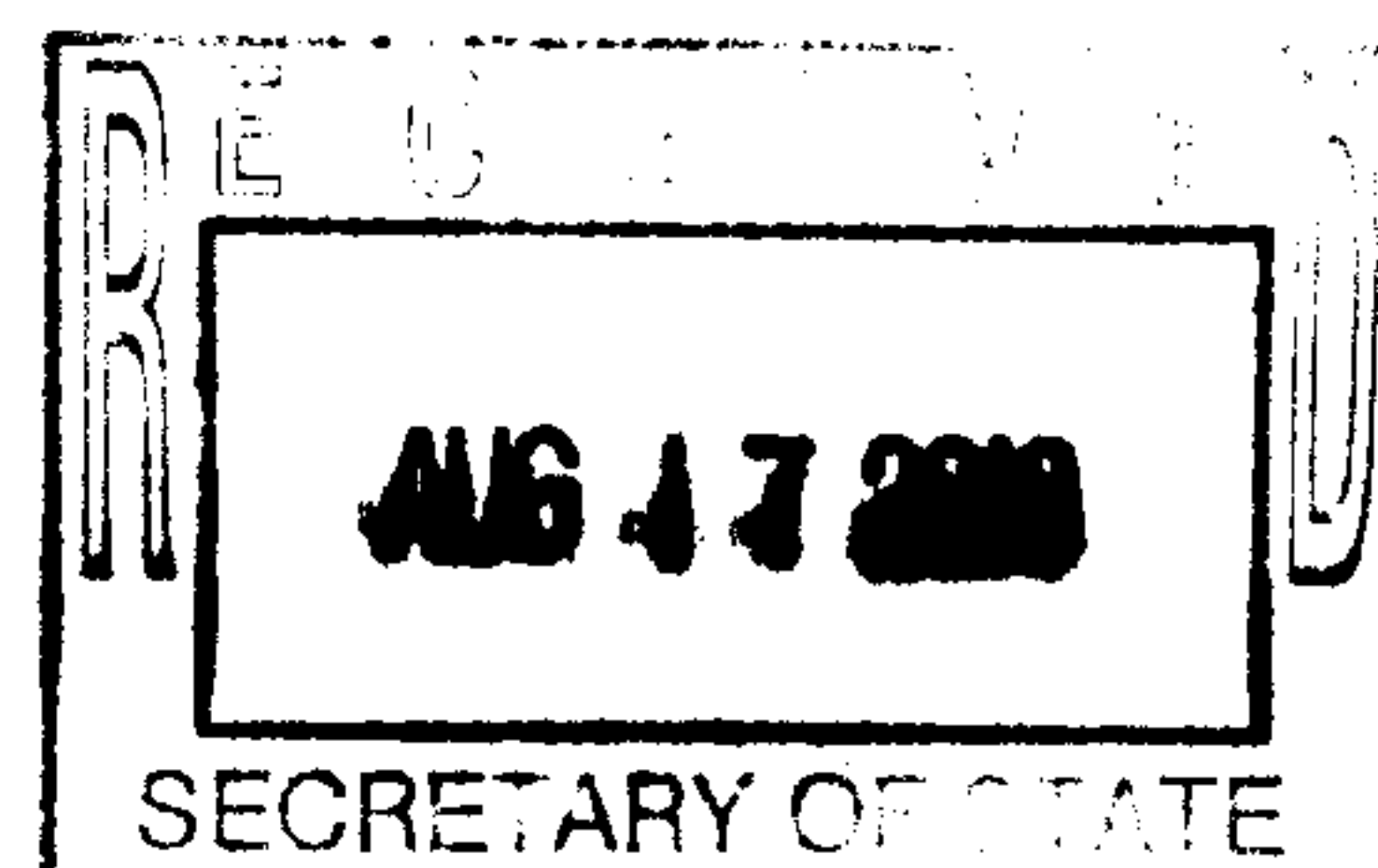


EXHIBIT "A"

PLAN OF MERGER  
OF  
CARTER MASON INVESTMENTS, L.L.C.  
AND  
FOWL PLAY HOLDINGS, L.L.C.

**PLAN OF MERGER** by and between Carter Mason Investments, L.L.C., an Alabama Limited Liability Company ("CMI") and Fowl Play Holdings, L.L.C., an Alabama Limited Liability Company ("FPH"), located at 5254 Cahaba Valley Cove in Birmingham, Alabama 35242.

**WITNESSETH:**

**WHEREAS**, it desired that CMI shall merge with and into FPH, whereby FPH will be the entity surviving the merger, pursuant to Section 10-12-54 *et seq.* of the Alabama Limited Liability Company Act; and

**WHEREAS**, the members of FPH and the members of CMI deem it advisable and to the advantage, welfare and best interest of said entities and their respective members, as the case may be, to merge CMI with and into FPH pursuant to the provisions of Section 10-12-54 *et seq.* of the Alabama Limited Liability Company Act, and upon the terms and conditions hereinafter set forth:

**NOW THEREFORE**, in consideration of the premises and of the mutual agreements of the parties, being duly approved by a resolution unanimously adopted by the members of FPH, and duly approved by a resolution unanimously adopted by the members of CMI, this plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. As of the Effective Date, CMI shall, pursuant to the provisions of Section 10-12-54 *et seq.* of the Alabama Limited Liability Company Act, be merged with and into FPH; the separate organizational existence of CMI shall thereupon cease; and FPH shall be the entity surviving the merger and shall continue to exist as an Alabama Limited Liability Company under the Alabama Limited Liability Act (the "MERGER"). FPH shall hereinafter sometimes be referred to as the "Surviving Entity". At the effective date, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as a private nature, of FPH and CMI (collectively referred to as the "Constituent Entities").
2. After the execution of this Plan of Merger, the Surviving Entity will submit the Articles of Merger (the "Articles of Merger") to the Secretary of State of Alabama, in Accordance with Section 10-12-55 of the Alabama Limited Liability Company Act.



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3. The Articles of Merger shall be filed with the Secretary of State of Alabama at any time after the date hereof and shall be and become effective upon the date of filing of the Articles of Merger (the "Effective Date").
4. The Articles of Organization of FPH, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Entity without change or amendment until further amended in the manner prescribed by the Alabama Limited Liability Company Act.
5. The operating Agreement of FPH, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity and shall continue in full force and effect until amended, changed or repealed as provided in the Articles of Organization and the Operating Agreement of the Surviving Entity, and in the manner prescribed by the Alabama Limited Liability Company Act.
6. Immediately after the Effective Date, the management of FPH shall remain as being managed by the members unless changed pursuant to the Operating Agreement.
7. The manner and basis of converting the membership or "Units" of CMI into membership interest or "Units" of the Surviving Entity and the mode of carrying the merger into effect are as follows:

CMI ownership:

Courtney H. Mason, Jr.	50%
Russell Pate	50%

FHP ownership:

Courtney H. Mason, Jr.	50%
Russell Pate	50%

Surviving Entity

Courtney H. Mason, Jr.	50%
Russell Pate	50%



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IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed on this 12<sup>th</sup> day of August, 2010 by their respective managing members.

Carter Mason Investments, L.L.C.

BY: \_\_\_\_\_

Courtney H. Mason, Jr., MEMBER

BY: \_\_\_\_\_

Russell Pate, MEMBER


Fowl Play Holdings, L.L.C.

BY: \_\_\_\_\_

Courtney H. Mason, Jr., MEMBER

BY: \_\_\_\_\_

Russell Pate, MEMBER

  
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Secretary of State  
State of Alabama

I hereby certify that this is a  
true and complete copy of the  
document filed in this office  
on Aug 17, 2010

DATE Aug 17, 2010

Beth Chapman  
Secretary of State