

ARTICLES OF ORGANIZATION
OF
CAFE LAZIO, LLC
A LIMITED LIABILITY COMPANY
ORGANIZED UNDER THE LAWS OF ALABAMA

The undersigned, acting as the organizers of a limited liability company under the Alabama Limited Liability Company Act (the "Act"), hereby adopt the following Articles of Organization for **CAFE LAZIO, LLC** (hereinafter called the "Company").

ARTICLE ONE
NAME

1. The name of the Company is **CAFE LAZIO, LLC**.

ARTICLE TWO
DURATION

2. The Company's duration shall be perpetual until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, or other applicable laws.

ARTICLE THREE
PURPOSES

3. The Company is organized for the purpose of engaging generally in the business of owning and operating restaurant(s) and related retail food services and to promote any lawful business or purpose permitted by the laws of Alabama.

**ARTICLE FOUR
REGISTERED OFFICE AND AGENT**

4. The mailing address of the initial registered office is **201 Brookhighland Lane Birmingham, Alabama 35242**, and the name of the initial registered agent of the Company at such address is **CHARLES L. VATELLA**.

**ARTICLE FIVE
MEMBERS**

5. The names and addresses of the initial members of the Company are:

**CHARLES L. VATELLA
201 Brookhighland Lane
Birmingham, Alabama 35242**

6. Additional members may be admitted upon approval by at least eighty-five percent (85%) of the ownership interests of the members or in accordance with such other terms, conditions and procedures as may be imposed from time to time in the Operating Agreement of the Company.

**ARTICLE SIX
CONTINUATION OF BUSINESS**

7. Upon the occurrence of an event of dissociation which results in one or more members being terminated from membership, the remaining members shall have the right to continue the business of the Company by the written consent of all the remaining members.

**ARTICLE SEVEN
MANAGEMENT**

8. The Company shall be managed by one or more managers. The name and mailing addresses of the initial manager, who shall serve as manager until the first annual meeting of members of the Company or until their successors are duly elected, is:

**CHARLES L. VATELLA
201 BROOKHIGHLAND LANE
BIRMINGHAM, ALABAMA 35242**

ARTICLE EIGHT POWERS

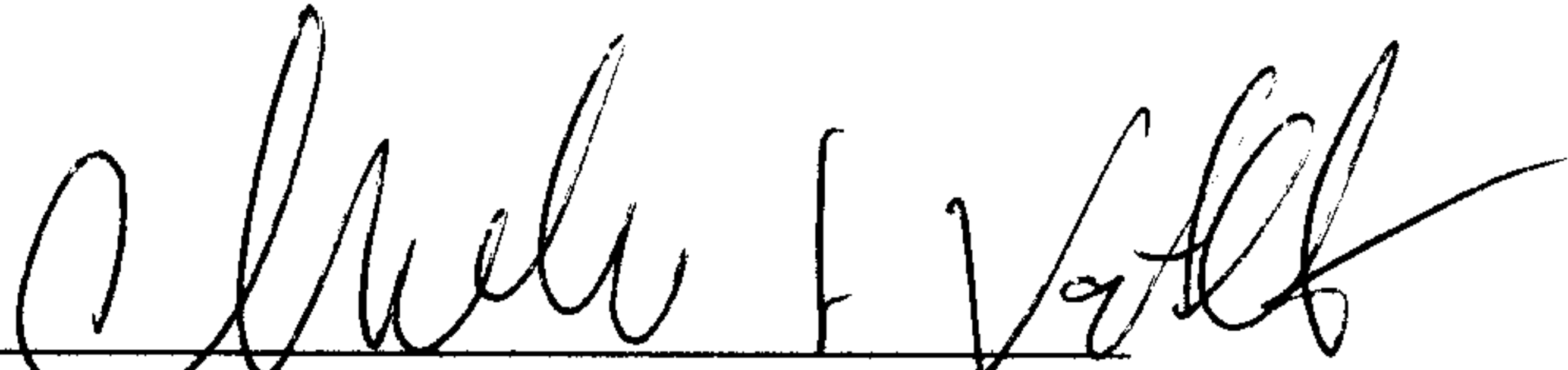
9. The Company shall have all powers given to limited liability companies by the Alabama Limited Liability Company Act and such other acts or laws as may be applicable to limited liability companies in the State of Alabama and such other jurisdictions in which this Company may be doing business.
10. Each member, including new members who may be admitted from time to time hereafter, by the execution of these Articles of Organization, or an amendment hereto, irrevocably constitutes and appoints the managers of this Company as his true and lawful attorney-in-fact with full power and authority in his name, place and stead to execute, acknowledge, deliver, swear to, file and record at the appropriate public offices, such documents as may be necessary or appropriate to carry out the provisions of these Articles of Organization and the Operating Agreement of this Company, including, but not limited to:
 - (a) All certificates and other instruments (including counterparts of this Agreement), and any amendment thereof that the managers deem appropriate to form, qualify or continue the Company in the jurisdiction in which the Company may conduct business or in which such formation, qualification, or continuation is, in the opinion of the managers, necessary to protect the limited liability of the member.
 - (b) All amendments to these Articles or Organization adopted in accordance with the terms hereof (but not by a vote using the power of attorney) and all instruments that the managers deem appropriate to reflect a change or modification in accordance with the terms of these Articles of Organization or the Operating Agreement, including documents concerning the admission of additional members pursuant to Article Five hereof.
 - (c) All conveyances and other instruments that the managers deem appropriate to reflect the dissolution and termination of the Company.

This power of attorney may be executed by any manager, acting alone, for each member, or by listing all of the members and execution of any instrument with a single signature of any manager as attorney-in-fact for all of them.

This appointment by all members of the manager as attorney-in-fact shall be deemed to be a power coupled with an interest in recognition of the fact that

power of the managers to act as contemplated by these Articles of Organization and the Operating Agreement and any filing in any other action on behalf of the Company, and shall survive the incapacity of any person hereby giving the power and the transfer or assignment of this interest. The foregoing power of attorney of a member shall survive each transfer only until such time as the transferee shall have been admitted to the Company as a new member and all required documents and instruments shall have been duly executed, filed, and recorded to effect a substitution of membership.

IN WITNESS WHEREOF, these Articles of Organization have been executed on this the 31 day of August, 2011, by the undersigned.


CHARLES L. VATELLA

Prepared by:
Stella Tipton Attorney
2363 Lakeside Dr.
Birmingham, Alabama 35244
(205) 733-9660

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Cafe Lazio, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Stella Tipton, Attorney, 2363 Lakeside Dr.,
Birmingham, AL for a period of one hundred twenty days beginning August 31,
2011 and expiring December 29, 2011.



587-196

**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.**

August 31, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State