

**CERTIFICATE OF FORMATION
OF
WIVENHOE HOLDINGS, LLC**

Pursuant to Section 10A-1-1.01, Code of Alabama (1975) et seq., the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

ARTICLE I – NAME

The Name of the Limited Liability Company shall be Wivenhoe Holdings, LLC (the “Company”).

ARTICLE II – DURATION

The period of duration of the Company shall be perpetual, unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the “Act”).

ARTICLE III – PURPOSES

The Company has been organized to engage in the business of commercial and restaurant ownership and development and all related activities thereto and any other business the member shall reasonably decide to pursue. The Company shall have all powers permitted by the Alabama Limited Liability Company Act, as amended from time to time.

ARTICLE IV – REGISTERED AGENT/OFFICER

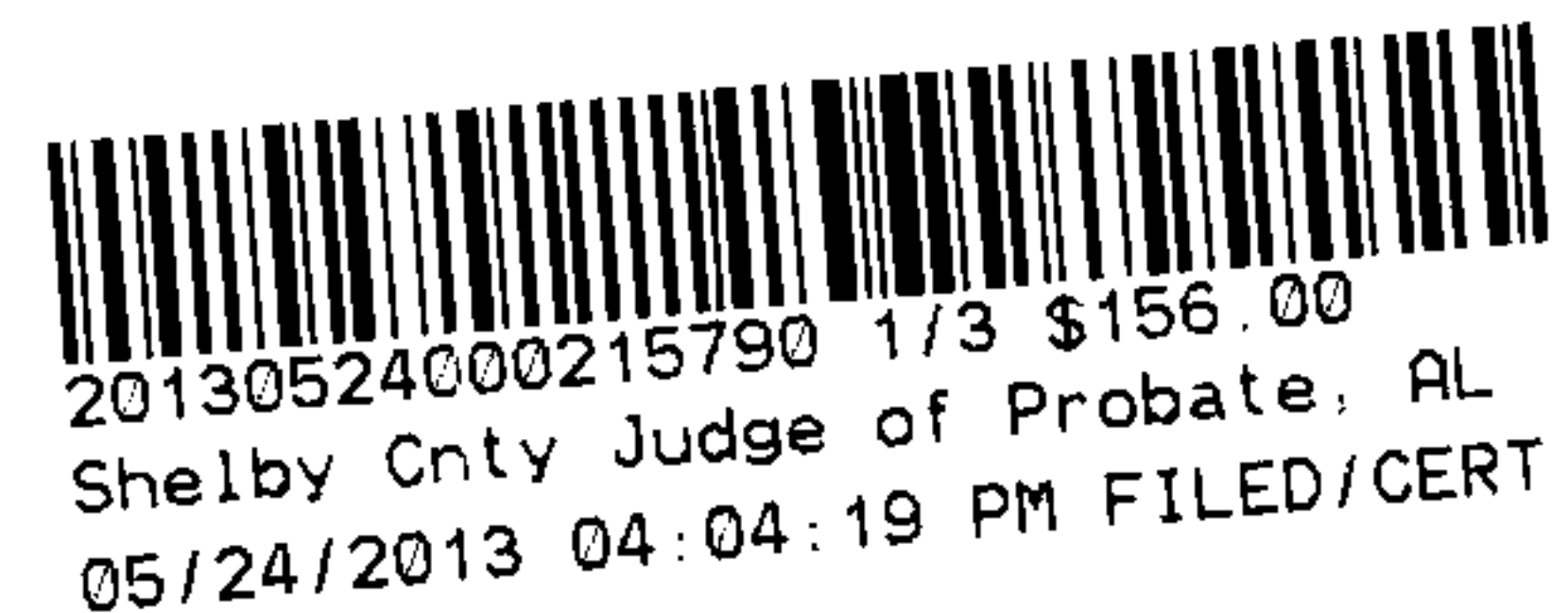
The location/street address of the initial registered office shall be 300 Applegate Lane; Pelham, AL 35124 and its registered agent at such address shall be Charlie Shah.

ARTICLE V – INITIAL MEMBERS

The names and addresses of the Initial Members of the Company are as follows:

Robert R. Binns
4491 Jenkins Way
Douglasville, GA 30135

Katherine Binns
4491 Jenkins Way
Douglasville, GA 30135

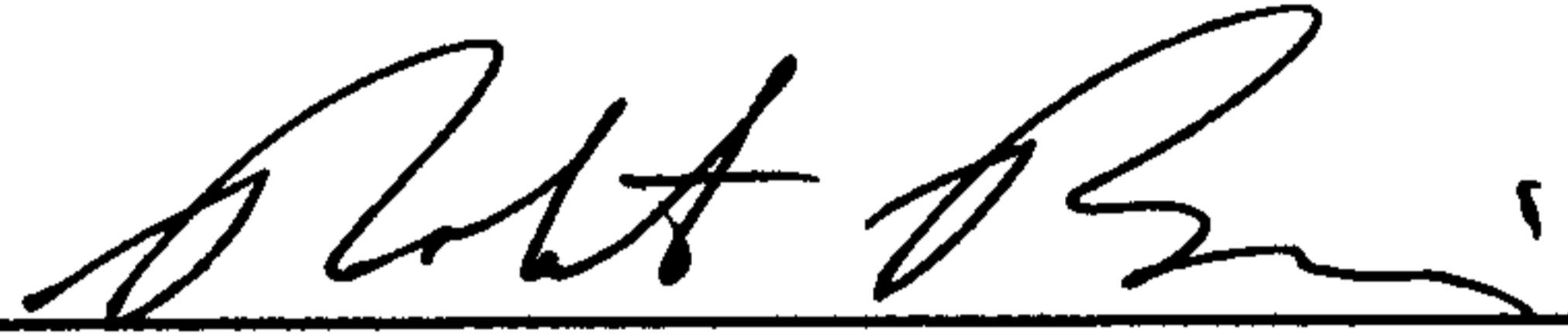


The initial Members shall have the right and ability to admit additional Members under such terms and conditions as the Members shall provide in the operating agreement of the Company.

ARTICLE VI – MANAGEMENT

The Company is to be managed by its Members.

IN WITNESS WHEREOF, the undersigned member has executed this Certificate of Formation,
on this, the 23 day of MAY, 2013.



Robert Binns,
Member

This document prepared by:

Charlie M. Shah
Bomar Rice LLC
300 Applegate Lane
Pelham, Alabama 35124
(205) 401-1229



20130524000215790 2/3 \$156.00
Shelby Cnty Judge of Probate, AL
05/24/2013 04:04:19 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 Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

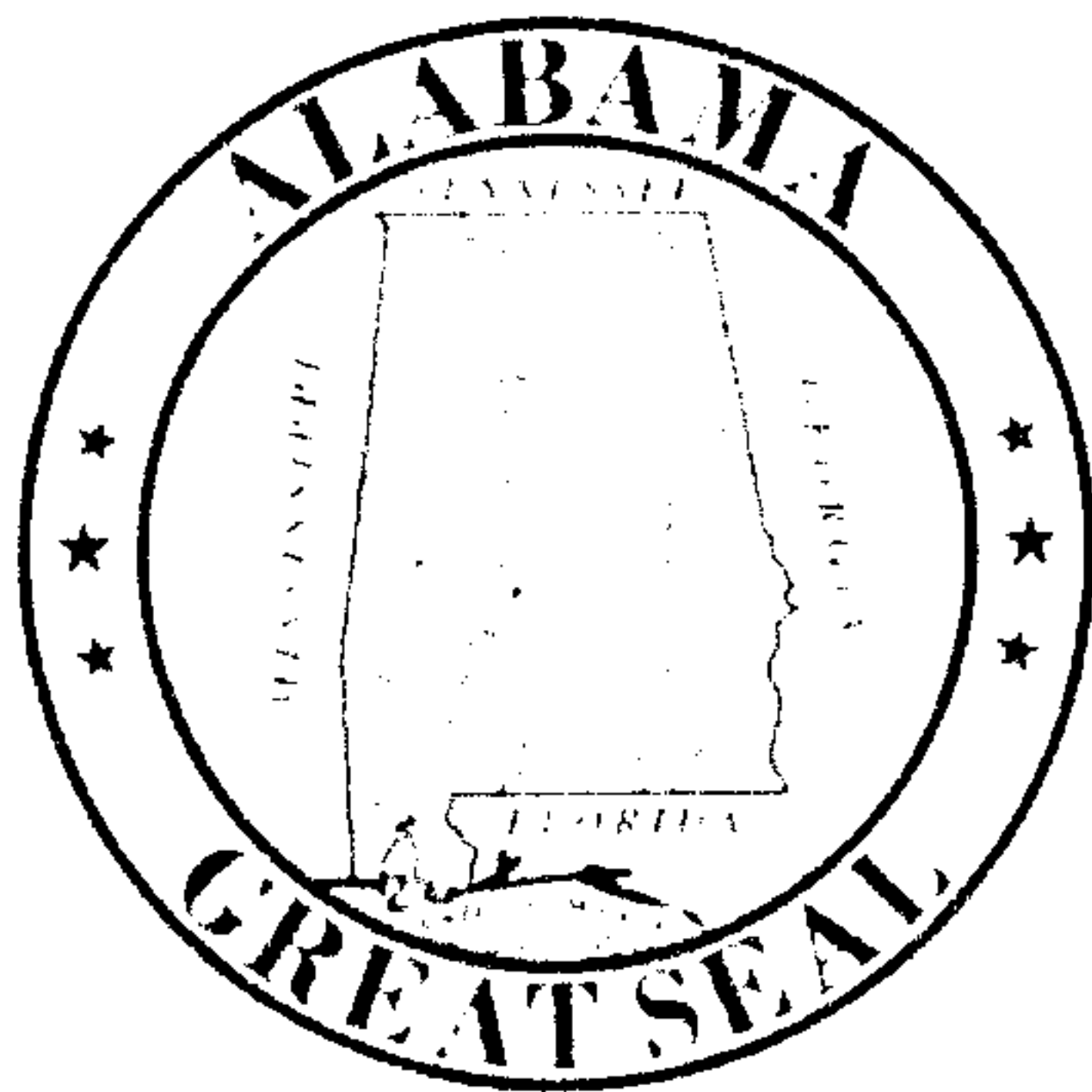
pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Wivenhoe Holdings, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Charlie M. Shah, 300 Applegate Lane, Pelham, AL 35124 for a period of one hundred twenty days beginning May 20, 2013 and expiring September 18, 2013.



20130524000215790 3/3 \$156.00
Shelby Cnty Judge of Probate, AL
05/24/2013 04:04:19 PM FILED/CERT



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 20, 2013

Date

Beth Chapman

627-752

Beth Chapman

Secretary of State