

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that
SOUTHERN CAFETERIA COMPANY, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **29th** day of **September** 19 **72**, a properly authenticated copy of its articles of incorporation, and on the **2** day of **September** 19 **72**, a designation of **T.H. Eberle** or **R.B. 1 J.R. G.** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **29th** day of **September**, A.D., 19 **72**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

CERTIFICATE OF INCORPORATION

OF

SOUTHERN CAFETERIA COMPANY, INC.

1. The name of the corporation is SOUTHERN CAFETERIA COMPANY, INC.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To carry on the business of conducting restaurants, cafeterias, lunchrooms, and other places for the sale, distribution and service of food and refreshment; and to make contracts for the ownership of, or operation by itself or others of, cafeterias, restaurants, or other places for the sale, distribution and service of food.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) and the par value of each of such shares is Twenty Dollars (\$20.00) amounting in the aggregate to Two Thousand Dollars (\$2,000.00).

5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
S. E. Widdoes	100 West Tenth Street, Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street, Wilmington, Delaware 19801
R. A. Finger	100 West Tenth Street, Wilmington, Delaware 19801

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Clarence McDorman	623 Stallings Building, Birmingham, Alabama
Walter T. Berry, Jr.	623 Stallings Building, Birmingham, Alabama
F. Clark Liles	623 Stallings Building, Birmingham, Alabama
Floyd C. Liles, Jr.	623 Stallings Building, Birmingham, Alabama
Clarence McDorman, Jr.	623 Stallings Building, Birmingham, Alabama

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

8. Meetings of stockholders may be held within or without the state of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be written ballot unless the by-laws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 5th day of September 1972.

S. E. Widdoes

W. J. Reif

R. A. Finger

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SOUTHERN CAFETERIA CO., INC.

INTO

SOUTHERN CAFETERIA COMPANY, INC.

Southern Cafeteria Co., Inc., a corporation organized and existing under the laws of Alabama,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 30th day of October, 1951, pursuant to the Corporation Law of the State of Alabama, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all 100 of the outstanding shares of the stock of Southern Cafeteria Company, Inc., a corporation incorporated on the 18th day of September, 1972, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the directors of Southern Cafeteria Co., Inc., by the unanimous written consent of its members, filed with the minutes of the board,

RESOLVED, that Southern Cafeteria Co., Inc. merge, and it hereby does merge itself into said Southern Cafeteria Company, Inc., which assumes all of the obligations of Southern Cafeteria Co., Inc.

FURTHER RESOLVED, that the merger shall become effective on September 30, 1972.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

Each share of stock of Southern Cafeteria Co., Inc. shall be exchanged for one share of stock of Southern Cafeteria Company, Inc.

FURTHER RESOLVED, that the proposed merger shall be submitted to the stockholders of Southern Cafeteria Co., Inc., for their unanimous written consent of same.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Southern Cafeteria Company, Inc., and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the Office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That the merger has been approved by the holders of at least a majority of the outstanding stock entitled to vote thereon of Southern Cafeteria Co., Inc. by written consent.

IN WITNESS WHEREOF, said Southern Cafeteria Co., Inc. has caused this certificate to be signed by Clarence McDorman, its President, and attested by Floyd C. Liles, Jr., its Secretary, this 18th day of September, 1972.

SOUTHERN CAFETERIA CO., INC.

By Clarence McDorman
Its President

ATTEST:

By

Floyd C. Liles Jr.
Its Secretary

State of Delaware

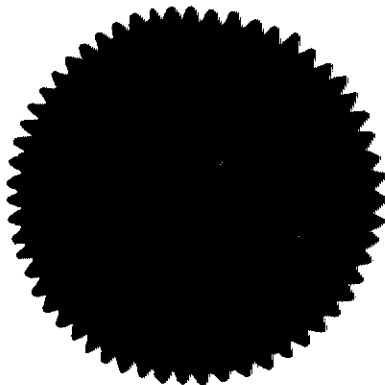


Office of Secretary of State.

J. Walton H. Simpson, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "SOUTHERN CAFETERIA COMPANY, INC.", as received and filed in this office the eighteenth day of September, A.D. 1972, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Ownership of the "SOUTHERN CAFETERIA COMPANY, INC.", a corporation organized and existing under the laws of the State of Delaware, merging "SOUTHERN CAFETERIA CO., INC.", a corporation organized and existing under the laws of the State of Alabama, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-second day of September, A.D. 1972, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-second day of
September in the year of our Lord one thousand nine
hundred and seventy-two.



Walton H Simpson

Secretary of State

R N Colwell

Asst Secretary of State