

HBL CORPORATION

84-06120

APRIL 23, 1994

FULTON

DP

MCCULLOUGH KENNETH R

DUPLICATE

6120
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I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"HBL CORPORATION"

has been duly incorporated under the laws of the State of Georgia on the **23rd** day of **April**, 19 **84**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **23rd** day of **April** in the year of our Lord One Thousand Nine Hundred and Eighty **Four** and of the Independence of the United States of America the Two Hundred and **Eight**.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
HBL CORPORATION

ARTICLE I

Name

The name of the Corporation is:

HBL CORPORATION

ARTICLE II

Registered Office and Agent

The initial registered office of the Corporation is 1409 Peachtree Street, Atlanta, ^{Julia} Georgia 30309, and the registered agent at such address is Kenneth R. McCullough.

ARTICLE III

Duration

The Corporation shall have perpetual duration.

ARTICLE IV

Purposes

The corporation is organized for pecuniary gain pursuant to the provisions of the Georgia Business Corporation Code. The general business of the Corporation shall be to carry on and operate a franchise restaurant business, and all operations and functions inherent in conducting said restaurant operation, including but not limited to purchasing, leasing, or otherwise acquiring real property, buildings, structures, or improvements; clearing, grading, paving, or otherwise developing real property; constructing, erecting, altering, or repairing any building, structure, or improvement; operating and conducting the business of restaurateurs, cooks, concessionaires, purveyors, suppliers, preparers, servers, and dispensers of food and drink, and to engage in all activities and rendering all services relating thereto; operating, maintaining, and using restaurants, eating establishments, and other eating and drinking places of every kind and description;

buying, selling, constructing, rebuilding, reconditioning, altering, repairing, or otherwise dealing in all nature of real and personal property, machinery, equipment, fixtures, appliances, supplies, foodstuffs, and drinks of whatever variety, and all similar and allied articles, products, and merchandise; and hiring, training, terminating and promoting personnel to staff the restaurant business.

IN FURTHERANCE OF AND NOT IN LIMITATION OF the powers conferred by the laws of the State of Georgia and the objects and purposes herein set forth, it is expressly provided that to such extent as a corporation organized under the Georgia Business Corporation Code and the laws of the State of Georgia may now or hereafter lawfully do, the Corporation shall have the power to do, either as principal or as agent and either alone or in connection with other persons, partnerships, corporations, associations, organizations or other public or private entities, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or designated, directly or indirectly, to promote the interests of this Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges, which a corporation now or hereafter may be organized to do, or to exercise under the Georgia Business Corporation Code or any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing clauses shall be construed as and shall be powers as well as purposes and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause which shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any

manner the meaning of general terms or general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Georgia Business Corporation Code to corporations organized thereunder, and all powers conferred by all acts heretofore or hereafter amendatory of, supplemental to or substituted for that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by that statute as now or hereafter enforced; provided, however, that nothing herein contained shall be deemed to authorize, or permit the Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under the Georgia Business Corporation Code may not at the time lawfully carry on or do.

ARTICLE V

Authorized Stock

The Corporation shall have the authority to issue not more than 100,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI

Commencement of Business

The Corporation shall not commence business until it has received not less than \$500.00 in payment of its issued shares of stock.

ARTICLE VII

Management

The initial Board of Directors shall consist of four (4) directors who shall be:

<u>Director</u>	<u>Address</u>
S. Lowell Wannock	3476 Paces Place Atlanta, Georgia 30327
Jerald W. Sturm	19740 Four Winds Way Monument, Colorado 80132

Franklin H. Habit, II

2053-M Powers Ferry Road
Marietta, Georgia 30067

Kenneth R. McCullough

4345 Blackland Way
Marietta, Georgia 30017

ARTICLE VIII

Waiver of Preemptive Rights

None of the holders of any shares of capital stock of the Corporation of any kind, class or series now or hereafter authorized shall have preemptive rights with respect to any shares of capital stock of the Corporation.

ARTICLE IX

Amendment to Articles

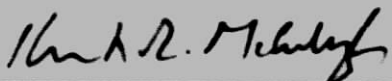
The provisions of these Articles of Incorporation may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the Georgia Business Corporation Code and additional provisions authorized by such laws as are then in force and effect. All rights herein conferred to the directors, officers and shareholders are granted subject to this reservation.

ARTICLE X

Incorporator

The Incorporator is Kenneth R. McCullough, whose address is 1409 Peachtree Street, N.E., Atlanta, Fulton County, Georgia 30309.

IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Incorporation.



KENNETH R. McCULLOUGH,
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

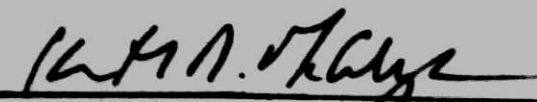
TO: David B. Poythress
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I (We) Kenneth R. McCullough
(Type or print name of person(s) or corporation)

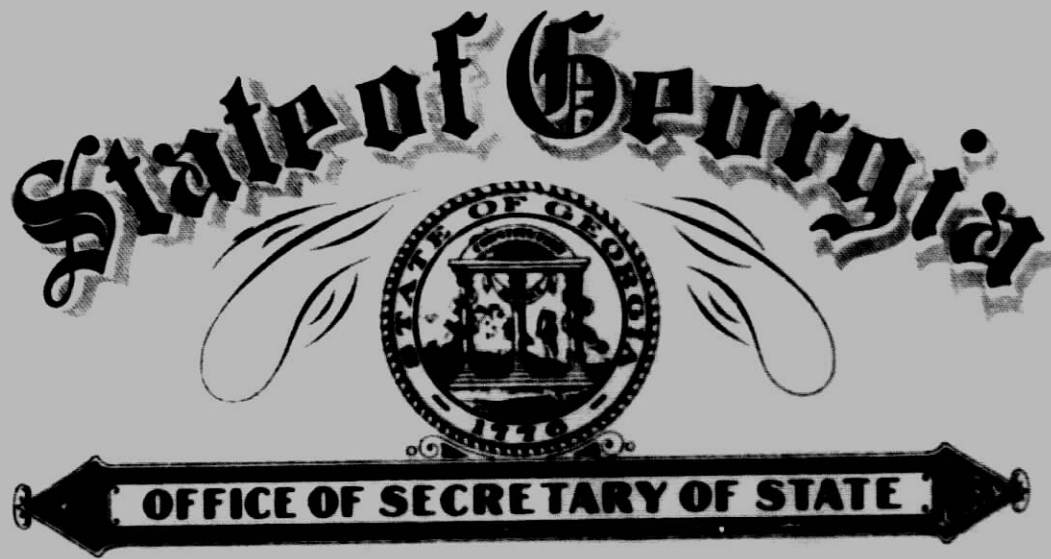
do hereby consent to serve as registered agent for the corporation

HBL CORPORATION
(Type or print name of corporation)

This 13th day of April 19 84.


KENNETH R. McCULLOUGH

Address of registered agent(s):
(Type or print address)
1409 Peachtree Street, N.E.
Atlanta, Georgia 30309



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"HBL CORPORATION "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
day of February, 1994 the year of our Lord
9th One Thousand Nine Hundred and Eighty Four and
of the Independence of the United States of America the Two
Hundred and
Eight.

Max Cleland

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SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA