

9319222 A.B. RICK, INC.

07/09/93

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9319222
EFFECTIVE DATE: 07/09/1993
COUNTY : FULTON
REFERENCE : 0044
PRINT DATE : 08/24/1993
FORM NUMBER : 311

EMILIE A. MINOR
1025 OLD ROSWELL RD.
STE. 207
ROSWELL GA 30076

CERTIFICATE OF INCORPORATION

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

A.B. RICK, INC.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

ARTICLES OF INCORPORATION
OF
A.B. RECK, INC.

Article I

The name of the corporation is A.B. Rick, Inc.

Article II

The corporation is organized pursuant to the provisions of Chapter 2 of Title 14 of the Official Code of Georgia, the Georgia Business Corporation Code.

Article III

The corporation elects to be a Statutory Close Corporation as authorized by Title 9 of the Georgia Business Corporation Code. Until and unless otherwise determined by the shareholders of the Corporation by the adoption or amendment of appropriate bylaws, the corporation elects to have no directors, as permitted under Official Code of Georgia §14-2-922.

Article IV

The number of shares the corporation is authorized to issue is One Hundred Thousand (100,000) shares with no par value.

Article V

Shares in the corporation will not be issued at any time in a manner which will constitute a public offering under the Securities Act of 1933, as amended, or under the Georgia Securities Act of 1973, as amended, or under the securities laws of any other state, or which will require the registration of these securities under any federal or state law.

Article VI

The shareholders are authorized to take all necessary steps after the corporation begins its existence, if such is determined to be in the best interest of the corporation, to make elections: (1) to be taxed as a small business corporation under Subchapter S of the Internal Revenue Code of 1986, and the corresponding Georgia statute; (2) to qualify for any other favorable treatment under the Internal Revenue Code of 1986, and the corresponding Georgia statute.

Article VII

The provisions of the Georgia Business Corporation Act relating to share transfer prohibitions and rights of first refusal in close corporations, Official Code of Georgia Annotated §14-2-911 through §14-2-913; relating to the compulsory purchase of shares after death of shareholders, Official Code of Georgia Annotated §14-2-914 through §14-2-917; relating to the dissolution of the Corporation, Official Code of Georgia Annotated §14-2-933; relating to restrictions regarding ownership of the stock in professional corporations, Official Code of Georgia Annotated §14-7-5, shall apply to this corporation, provided that:

(a) shares in the corporation will not be issued at any time in a manner which will constitute a public offering under the Securities Act of 1933 or the Georgia Securities Act of 1973; and

(b) the shareholders of the corporation shall have preemptive rights to acquire additional shares of the corporation

in proportion to the then outstanding shares owned respectively by each shareholder.

Article VIII

Shares in the corporation may be transferred to: (a) the corporation, (b) other shareholders in the corporation, (c) other persons by operation of law, or (d) third persons by sale or transfer, and not by operation of law, where such sale or transfer is approved in advance of the sale or transfer by the owners of not less than two-thirds (2/3) of the outstanding shares of the corporation, treasury shares excepted.

Article IX

The street address of the initial registered office of the corporation is 1025 Old Roswell Road, Suite 202, Roswell, Fulton County, Georgia 30076. The initial registered agent at such address is Emilie A. Minor and her written consent to such appointment is attached to these Articles of Incorporation.

Article X

The name and address of the incorporator is Emilie A. Minor, 1025 Old Roswell Road, Suite 202, Roswell, Fulton County, Georgia 30076.

Article XI

The corporation is originated for entertainment activities as the corporation may desire, and for any other legal purpose under the Georgia Corporations Code and the laws of the State of Georgia.

Article XII

The mailing address of the initial principal office of the corporation is 200 Galleria Parkway, Suite 1030, Atlanta, Cobb County, Georgia 30339.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for A.B. Rick, Inc. on the 6th day of July, 1993.

Emilie A. Minor
Emilie A. Minor, Incorporator

JUL 9 9 49 AM '93
SECRETARY OF STATE

SECRETARY OF STATE
AUG 13 3 09 PM '93
BSE (103)

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 931380756
EFFECTIVE DATE : 05/18/1993
EXPIRATION DATE : 08/16/1993
LICENSE NO. : N/A
CONSENT ON FILE : N/A
PRINT DATE : 05/21/1993
FORM NUMBER : 506

MARVIN PECHTER
200 GALLERIA PARKWAY
SUITE 880
ATLANTA GA 30339

NAME RESERVATION CERTIFICATE

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

A.B. RICK, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing corporation, limited partnership or professional association on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate for profit and nonprofit corporations, professional associations or limited partnerships. Please submit this original certificate with any subsequent formation filing for a corporation, limited partnership or professional association.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3078

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

Docket No.: 931900702
Control No.: P041870
Filing Date: 7/9/93
Examiner: G. Dumas

NOTICE OF TRANSFERRAL

RE: A.B. Rick, Inc.
Articles of Incorporation
Letter of Transferral

Pursuant to C.C.G.A. §14-2-402(a) notice of given that I, the undersigned, being authorized as the person who has in effect a name reservation, do hereby transfer the name reservation rights for A.B. Rick, Inc. to the registered agent of said corporation, namely:

Emilie A. Minor, Esq.
McLeod & Associates
1025 Old Roswell Road
Suite 202
Roswell, Georgia 30076

8/10/93
Date

Marvin Pechter
Marvin Pechter
Marvin Pechter & Associates
200 Galleria Parkway
Suite 1030 880
Atlanta, Georgia 30339

Sworn to and subscribed before me
this 10th day of August, 1993.

Karen Hamilton
Notary Public

Notary Public, Cobb County, Georgia.
My Commission Expires January 28, 1995.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

Before the undersigned officer, duly qualified to administer oaths, comes Emilie A. Minor, who, after first being duly sworn, on oath, deposes and says that she consents to the appointment as registered agent for A.B. Rick, Inc. and that Emilie A. Minor's address and the address of the initial registered office of the corporation is at 2025 Old Roswell Road, Suite 202, Roswell, Fulton County, Georgia 30075.

This 6th day of July, 1993.

Emilie A. Minor
Emilie A. Minor

Sworn to and subscribed before me
this 6 day of July, 1993.

Christina Seyler
Notary Public

Notary Public, Fulton County, Georgia.
My Commission Expires September 12, 1994

MCLEOD & ASSOCIATES
ATTORNEYS AT LAW
SUITE 202, 1025 OLD ROSWELL ROAD
ROSWELL, GEORGIA 30076-1600

G. KENNEDY MCLEOD, JR.
EMILIE A. MINOR

TELEPHONE (404) 992-6161
FAX (404) 992-4941

CHRISTINA T. REINSEL
LEGAL ASSISTANT

August 11, 1993

G. Dumas
Secretary of State Examiner
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

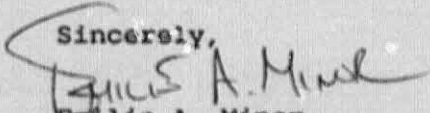
RE: A. B. Rick, Inc.

Dear Ms. Dumas:

Please find enclosed the Notice of Transferral to remedy the sufficient document filing of A. B. Rick, Inc. If there are any questions or problems, please contact me at the above number.

Thank you for your assistance in this matter.

Sincerely,


Emilie A. Minor

EAM/ctr
Enclosures



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION

Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530

J. F. GULLION
Director

DEFICIENT DOCUMENT FILING NOTICE

EMILIE A. MINOR
1025 OLD ROSWELL RD.
STE. 202
ROSWELL GA 30076

DOCKET NUMBER : 931900702
CONTROL NUMBER : F041870
FILING DATE : 07/09/1993
EXAMINER : G DUMAS
TELEPHONE NUMBER: 404-656-2821
FEE RECEIVED : \$60.00
PRINT DATE : 07/21/1993
FORM NUMBER : 702

ATTENTION: CORRECTIONS ARE TO BE MADE BY APPLICANT. RETURN THIS FORM WITH CORRECTED DOCUMENTS.

**RE: A.B. RICK, INC.
ARTICLES OF INCORPORATION**

PERSON RESERVING THE CORPORATE NAME DOES NOT APPEAR IN THE ARTICLES OF INCORPORATION. PLEASE ISSUE A LETTER OF TRANSFERRAL FROM MARVIN PECHTER.

IF DOCUMENTS ARE CORRECTED AND RETURNED WITHIN THIRTY (30) DAYS OF THE DATE OF THIS NOTICE, THEY WILL BE DEEMED FILED AS OF THE INITIAL DATE RECEIVED. DEFICIENT FILINGS ARE DEEMED ABANDONED IF STILL PENDING AFTER SIXTY (60) DAYS FROM INITIAL RECEIPT. A NEW FILING (INCLUDING NEW FILING FEES) WILL BE REQUIRED. ALL FEES ARE NON-REFUNDABLE.



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION

Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. F. GULLION
Director

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	<u>931900702</u>	PENDING CONTROL #	<u>P041870</u>	CONTROL #	<u>9319222</u>
Docket Code	<u>311</u>	Corporation Type	<u>DP</u>		
Date Filed	<u>7/9/93</u>	Amount Received \$	<u>60.00</u>	Check/Receipt #	<u>1073</u>
Jurisdiction (County) Code	<u>160</u>				
Examiner	<u>HH</u>	Date Completed			

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1.	<u>931380756</u> Corporate Name Reservation Number
	<u>A. B. Rick, Inc.</u> Corporate Name (exactly as appears on name reservation)
2.	<u>Emilie A. Minor</u> <u>404-992-6161</u> Applicant/Attorney Telephone Number
	<u>1025 Old Roswell Road, Suite 202</u> Address
	<u>Roswell</u> <u>GA</u> <u>30076</u> City State Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.

EMILIE A. MINOR
Authorized Signature

7/6/93
Date