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WMAU I TACOS I MENTERNA I OMALI, INC.

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 9736137
EFFECTIVE DATE: 10/10/1997
COUNTY : DEKALB
REFERENCE : 0033
PRINT DATE : 10/10/1997
FORM NUMBER : 311

BRYAN LEWIS
1200 ASHWOOD PARKWAY #506
ATLANTA GA 30338

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**MAUI TACOS INTERNATIONAL, INC.
A DOMESTIC PROFIT CORPORATION**

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.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

STATE OF GEORGIA

COUNTY OF DEKALB

**ARTICLES OF INCORPORATION
OF
MAUI TACOS INTERNATIONAL, INC.**

I.

The name of the corporation is **MAUI TACOS INTERNATIONAL, INC.**

II.

The corporation shall have authority, acting by its Board of Directors, to issue not more than 10,000 shares of common stock having no par value.

III.

The initial registered office of the Corporation shall be at:

Suite 506
1200 Ashwood Parkway
Atlanta, Dekalb County, Georgia 30338
Registered Agent: Philip H. Weener

IV.

The name and address of the sole incorporator is:

Bryan R. Lewis, Esquire
Weener & Mason
1200 Ashwood Parkway
Suite 506
Atlanta, Georgia 30338

V.

The mailing address of the initial principal office of the corporation is:

1775 The Exchange
Atlanta, GA 30339

VI.

The Corporation is organized for the purpose of engaging in any lawful business permitted to be incorporated under the Georgia Business Corporation Code.

The Corporation shall have all powers necessary to conduct such business and all other powers enumerated in the Georgia Business Corporation Code or under any act amendatory thereof, supplemental thereto, or substituted therefor.

VII.

No director of the Corporation shall have personal liability to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty of care or other duty as a director, except that this Article shall not eliminate or limit the liability of a director:

- i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
- iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code; or,
- iv) for any transaction from which the director received an improper personal benefit.

Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Articles of incorporation of the Corporation inconsistent with this Article, nor the merger of the Corporation into another entity shall eliminate or reduce the effect of this Article in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article, would accrue or arise prior to any amendment, repeal, or adoption of such an inconsistent provision or merger.

If the Georgia Business Corporation Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of

care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Georgia Business Corporation Code.

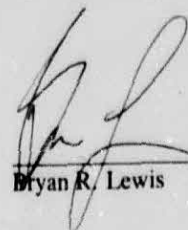
VIII.

Each of the holders of any 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 of the class of stock then owned by him.

IX.

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of October, 1997.


Bryan R. Lewis

SECRETARY OF STATE
Oct 10 8 14 AM '97
BSR (6)

WEENER & MASON LLP

ATTORNEYS AT LAW

Philip H. Weener, P.C.
William Paul Mason
Eric J. Nathan
Matthew B. Bernhard
Bryan R. Lewis

1200 Ashwood Parkway
Suite 506
Atlanta, Georgia 30338
(770) 399-6450
Facsimile (770) 399-6471

October 8, 1997

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

RE: Articles of Organization
Maui Tacos International, Inc.

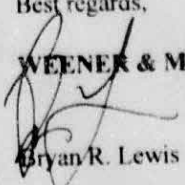
Dear Sir or Madam:

Enclosed please find a copy of the Articles of Organization for Maui Tacos International, Inc.
Also, please find that certain check in the amount of sixty dollars (\$60) for the filing fee.

In the event there is a problem, or if you have any questions do not hesitate to call me.
I am thanking you now for your anticipated cooperation.

Best regards,

WEENER & MASON


Bryan R. Lewis

/brl



LEWIS A. MASSEY
Secretary of State

CORPORATIONS DIVISION

Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530
Corporate information via the Internet - <http://www.sos.state.ga.us>
(404) 656-2817

CATHY COX
Assistant Secretary of State -
Operations

WARREN H. RARY
Director

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	972830147	PENDING #	P200811	CONTROL #	97736137
DOCKET CODE	311	DATE FILED	10/10/97	AMOUNT RECEIVED	60
TYPE CODE	DP	EXAMINER	33	CHECK RECEIPTS	12818
			JURISDICTION (COUNTY) CODE	44 DeKalb	

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

1.	Corporate Name Reservation Number	97274024			
	Corporate Name	Maui Tacos International, Inc			
2.	Applicant/Attorney	Bryan Lewis		Telephone Number	770-319-6450
	Address	1200 Ashwood Parkway #526			
	City	Atlanta	GA	30338	
			State	Zip Code	
3.	Principal Office Mailing Address	1775 The Exchange			
		Atlanta	GA	30339	
			State	Zip Code	
4.	Name of Registered Agent in Georgia	Philip Weiner			
	Registered Office Street Address in Georgia	1200 Ashwood Parkway #526			
	City	Atlanta	DeKalb	30338	
			County	State	
				Zip Code	
5.	Name of Incorporator	Bryan Lewis			
	Address of Incorporator	1200 Ashwood Parkway #526			
	City	Atlanta	GA	30338	
			State	Zip Code	
6.	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 Incorporation or Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.				
	Mail or deliver to the Secretary of State, at the above address, the following:				
	1) This transmittal form				
	2) The original and one copy of the Articles of Incorporation				
	3) a filing fee of \$60.00 payable to Secretary of State				
	Authorized Signature	October 8, 1997			
		Date			

FILING FEES ARE NON - REFUNDABLE

Secretary of State

Corporations Division
315 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90850890
CONTROL NUMBER : K736137
EFFECTIVE DATE : 03/24/1999
REFERENCE : 0033
PRINT DATE : 04/02/1999
FORM NUMBER : 111

BRYAN LEWIS
WEENER & MASON LLP
4151 ASHFORD DUNWOODY RD. #625
ATLANTA GA 30319

CERTIFICATE OF AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**MAUI TACOS INTERNATIONAL, INC.
A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

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



Cathy Cox

CATHY COX
SECRETARY OF STATE



MAUI TACOS INTERNATIONAL, INC.
AMENDED AND RESTATED ARTICLES OF
INCORPORATION

K90850890

K736137

I

The name of the corporation is MAUI TACOS INTERNATIONAL, INC.

II.

The corporation has decided to adopt the following amendment.

III.

The corporation shall have authority, acting by its Board of Directors, to issue not more than 10,000,000 shares of common stock having no par value.

IV.

Approval by the shareholders was required and the amendment was duly approved by the shareholders pursuant to Title 14 of the Official Code of Georgia Annotated.

IN WITNESS WHEREOF, MAUI TACOS INTERNATIONAL, INC. has caused these Restated Articles of Incorporation to be executed, its corporate seal affixed and the foregoing to be attested, all by duly authorized officers on the 31 day of March, 1999.

MAUI TACOS INTERNATIONAL, INC.

By: Bryan R. Lewis
Bryan R. Lewis, Incorporator

SECRETARY OF STATE
APR 1 9 27 AM '99
BSR (31)



Cathy Cox
Secretary of State

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

DEFICIENT DOCUMENT FILING NOTICE

BRYAN LEWIS
WEENER & MASON LLP
4151 ASHFORD DUNWOODY RD. #625
ATLANTA GA 30319

DOCKET NUMBER : K90850890
CONTROL NUMBER : K736137
FILING DATE : 03/24/1999
EXAMINER : D BALLARD
TELEPHONE NUMBER: 404-656-2821
FEE RECEIVED : \$20.00
PRINT DATE : 03/26/1999
FORM NUMBER : 702

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

RE: MAUI TACOS INTERNATIONAL, INC.
ARTICLES OF AMENDMENT

The articles must set forth the text of each amendment adopted.

Articles must set forth a statement that approval by the shareholders was required and that the amendment was duly approved by the shareholders pursuant to Title 14 of the Official Code of Georgia Annotated.

IF DOCUMENTS ARE CORRECTED AND RETURNED WITHIN THIRTY (30) DAYS OF THE DATE OF THIS NOTICE, THEY WILL BE DEEMED FILED AS OF THE 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.

WEENER & MASON LLP

ATTORNEYS AT LAW

Philip H. Weener, P.C.
William Paul Mason
Eric J. Nathan
Bryan R. Lewis

4151 Ashford Dunwoody Road
Suite 625
Atlanta, Georgia 30319
(770) 399-6450
Facsimile (770) 399-6471

March 22, 1999

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

RE: Articles of Amendment
Maui Tacos International, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Amendment for the above referenced corporation.

Also enclosed is my firm's check in the amount of Twenty Dollars (\$20.00) to cover the filing fee.

If you should need any further information, please feel free to give me a call.

Best regards,

WEENER & MASON LLP

Bryan R. Lewis/meb

Bryan R. Lewis

BRL:meb

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 052450531
CONTROL NUMBER: K736137
EFFECTIVE DATE: 09/02/2005
REFERENCE : 0048
PRINT DATE : 09/02/2005
FORM NUMBER : 111

SMITH, GAMBRELL & RUSSELL, LLP
REBECCA SAFERSTEIN
1230 PEACHTREE STREET, STE 3100
ATLANTA, GA 30309

CERTIFICATE OF AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

MAUI TACOS INTERNATIONAL, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

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



Cathy Cox

Cathy Cox
Secretary of State

K734137
52450531

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MAUI TACOS INTERNATIONAL, INC.

I.

The name of the corporation is Maui Tacos International, Inc. (the "Corporation")

II.

The Articles of Incorporation of the Corporation are hereby amended by deleting Article II thereof in its entirety and substituting in lieu of said Article II the following:

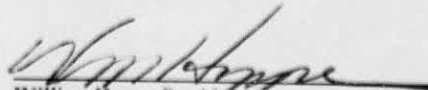
"II.

The corporation shall have authority, acting by its Board of Directors, to issue not more than 50,000,000 shares of common stock having no par value."

III.

The foregoing amendment was duly adopted and approved by the Board of Directors and the shareholders of the Corporation on September 1, 2005, in accordance with Section 14-2-1003 of the Georgia Business Corporation Code, as amended.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by a duly authorized officer of the Corporation on this 1st day of September, 2005.


William Hoppe, President

SECRETARY OF STATE
2005 SEP -2 P 12:06
CORPORATIONS DIVISION

CORP1120689.1