SKIP'S, INC. 79-11247

Oct 22, 1979 Fulton County

P.J. Schuba

Max. 1,000 shares com no par paid in $500.00

10/87
6B

DUPLICATE

11247
60

State of Georgia

OFFICE OF SECRETARY OF STATE

I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

"SKIP'S, INC."

has been duly incorporated under the laws of the State of Georgia on the **22nd** day of **October**, 19**79**, 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 **22nd** day of **October** in the year of our Lord One Thousand Nine Hundred and Seventy **Nine** and of the Independence of the United States of America the Two Hundred and **Four.**

David B. Poythress

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

ARTICLES OF INCORPORATION

OF

SKIP'S, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Georgia Business Corporation Code, do hereby adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

SKIP'S, INC.

SECOND; The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

THIRD: The period of its duration is perpetual.

FOURTH: The purpose or purposes for which the corporation is organized are:

To own, conduct, operate, maintain and carry on fast food restaurant business, and to manufacture, purchase or otherwise acquire, deal in, sell and dispose of foods, soft drinks, beer, wine and all alcoholic beverages, tobacco and food products of all kinds.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) without par value.

SIXTH: The corporation will not commence business until it has received the sum of five hundred dollars ($500.00) as consideration for the issuance of shares.

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SECRETARY OF STATE

SEVENTH: The address of the initial registered office of the corporation is First National Fulton Bank Tower, c/o C T Corporation System, Atlanta, Georgia 30303 and the name of its initial registered agent at such address is C T Corporation System.

EIGHTH: Insert here any provisions limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation. None.

Ninth; Insert here any provision or provisions not inconsistent with Georgia Business Corporation Code or with any law limiting in any manner the corporate powers conferred by said code. None.

TENTH: The number of directors constituting the initial board of directors shall be two (2); and the names and addresses of each person who is to serve as a member thereof are:

NAMES	ADDRESSES
Leo M. Shababy	3572 Canadian Way Tucker, Georgia 30084
Leo Shababy	236 Wagner Drive Northlake, Illinois 60164

All of the shares of the corporation are to be owned by two (2) shareholders.

ELEVENTH: The name and address of such incorporator is:

NAMES	ADDRESSES
P.J. Schuba	208 South LaSalle Street Chicago, Illinois 60604
D.F. Nunez	208 South LaSalle Street Chicago, Illinois 60604

TWELFTH: In all elections for directors every shareholder, entitled to vote shall have the right to vote, in person or by proxy, the number of shares of stock owned by him, for as many persons as there are directors to be elected, or to cumulate the vote of said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares of stock shall equal, or to distribute the votes on the same principle among as many candidates as he may see fit.

In witness whereof, we have hereunto set our hands this 19th day of October, 1979.

P.J. Schuba

D.F. Nunez

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

C T Corporation System having been designated to act as registered agent hereby consents to act in this capacity.

C T CORPORATION SYSTEM

BY: Asst Vice Pres

State of Georgia

OFFICE OF SECRETARY OF STATE

I, David B. Poythress, 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

" SKIP'S, INC. "

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 22nd day of October, in the year of our Lord One Thousand Nine Hundred and Seventy Nine and of the Independence of the United States of America the Two Hundred and Four.

Secretary of State, Ex Officio Corporation
Commissioner of the State of Georgia