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July 25, 2000

Florida Department of State
Registration Section
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

200003353582--F2
-08/11/00--01049--016
****160.00 ****160.00

Re: Formation of 30-A Pizza, L.L.C.

Dear Sir or Madam:

Enclosed please find the following items necessary to form the above referenced company in the State of Florida:

1. Articles of Organization;
2. A check for \$160.00 made payable to the Florida Department of State.

Please return the certified copy of the Articles of Organization and the Certificate of Status to Phelps, Jenkins, Gibson & Fowler, L.L.P., 1201 Greensboro Avenue, Tuscaloosa, Alabama 35401, Attention: A. Courtney Crowder.

As always, thank you for your cooperation and assistance.

Very truly yours,

John M. Compton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures
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**ARTICLES OF ORGANIZATION FOR
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned one or more persons hereby form a Limited Liability Company (the "Company") under the Florida Limited Liability Company Act (the "Act") and hereby adopt the following Articles of Organization:

1. **NAME.** The name of the Company is 30-A Pizza, L.L.C.
2. **DURATION.** The existence of the Company shall be perpetual.
3. **ADDRESS.** The mailing address and street address of the principal office of the

Company is:

450 South Geronimo Street, Unit 506
Destin, Florida 32550

4. **OPERATING AGREEMENT.** The operating agreement of the Company shall be executed by each member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the Act or these Articles of Organization.

5. **LIABILITIES OF MEMBERS.** Members of the Company are not liable under any judgment, decree or order of a court, or in any other manner, for any debt, obligation or liability of the Company.

6. **MANAGEMENT.** The business of the Company shall be conducted under the management of its members who shall vote according to their proportionate interest in the Company and shall have authority to act for the Company in all matters; provided, however, the members may establish officers of the Company consisting of a President, a Secretary, a Treasurer and/or other officers and assistant officers as may be required in order to assist in the operation of the business and affairs of the Company.

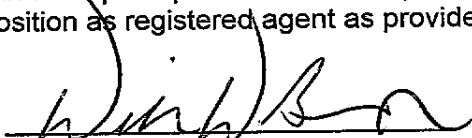
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S


SIGNATURE. The name and the Florida address of the registered agent is:

William W. Brown, Jr.
450 South Geronimo Street, Unit 506
Destin, Florida 32550

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608 of the Act.


William W. Brown, Jr.
Registered Agent

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on this 31st day of July, 2000. In accordance with §608.408(3) of the Act, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

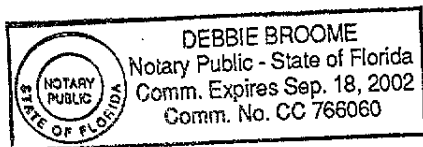

William W. Brown, Jr., Member

STATE OF FLORIDA)
Bay
WALTON COUNTY)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned authority, a Notary Public in and for the said State of Florida, do hereby certify that William W. Brown, Jr., whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date that, being informed of the contents of this document, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office this the 31st day of July, 2000.




Notary Public in and for the
State of Florida at Large

My Commission Expires: 9-18-02