

Number Only

P19205

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

200002359482--1
-12/01/97--01112--011
*****35.00 *****35.00

Del South Restaurants, Inc.
changing to:
Investment Properties, Inc.

FILED
97 NOV 25 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

NOV 25 1997

NGC
11/26

Thanks,
Jeff

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 NOV 25 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. DEL SOUTH RESTAURANTS, INC.
Name of corporation as it appears on the records of the Department of State.
2. GA.
Incorporated under laws of
3. 5-11-88
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7/15/94
5. INVESTMENT PROPERTIES, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction

Charles A. Sanders
Signature

11/3/94
Date

CHARLES A. SANDERS
Typed or printed name

SECRETARY
Title

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

DOCKET NUMBER : 973240136
CONTROL NUMBER : 8502452
DATE INC/AUTH/FILED: 02/15/1985
JURISDICTION : GEORGIA
PRINT DATE : 11/20/1997
FORM NUMBER : 215

C T CORPORATION SYSTEM
ATTN: RACHEL B. LITTLE
1201 PEACHTREE ST NE STE 1240
ATLANTA GA 30361

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**INVESTMENT PROPERTIES, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



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

DOCKET NUMBER : 941960654
CONTROL NUMBER: 8502452
EFFECTIVE DATE: 07/15/1994
REFERENCE : 0045
PRINT DATE : 07/15/1994
FORM NUMBER : 611

SARAH D. KRISTOL
PAUL, HASTINGS, JANOFFSKY & WALKER
133 PEACHTREE ST., 42ND FLOOR
ATLANTA GA 30303-1840

CERTIFICATE OF NAME CHANGE AMENDMENT

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

DEL SOUTH RESTAURANTS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

INVESTMENT PROPERTIES, INC.

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.



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

941960654
\$20

ARTICLES OF AMENDMENT
OF
DEL SOUTH RESTAURANTS, INC.

1.

The name of the corporation is Del South Restaurants, Inc.;

2.

The Articles of Incorporation are amended by striking Article I and inserting in lieu thereof, the following:

"1.

The name of the Corporation is:
INVESTMENT PROPERTIES, INC."

3.

The amendment was duly adopted by the sole shareholder of the corporation on June 30th, 1994 in accordance with the provisions of O.C.G.A. §14-2-1003.

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be executed by its duly authorized officers on the ___ day of June, 1994.

DEL SOUTH RESTAURANTS, INC.

By:

Clinton M. Day
President

(CORPORATE SEAL)

Attest:



Charles A. Sanders
Assistant Secretary

JUN 15 9 38 AM '94

SECRETARY OF STATE

CERTIFICATE OF REQUEST FOR PUBLICATION

The undersigned hereby certifies that a request for publication of a Notice of Change of Corporate Name of Del South Restaurants, Inc. to Investment Properties, Inc. has been made of the appropriate newspaper in the county of the initial registered office of the corporation and payment therefor has been made as requested by the Official Code of Georgia Annotated §14-2-1006.1.

A handwritten signature in dark ink, appearing to read 'R C Moot, Jr.', with a stylized flourish at the end.

Robert C. Moot, Jr.
Attorney for Del South Restaurants, Inc.

UNANIMOUS CONSENT OF THE SOLE SHAREHOLDER

OF

DEL SOUTH RESTAURANTS, INC.

(a Georgia corporation)
Pursuant to O.C.G.A. §14-2-704

The undersigned, being the sole shareholder of Del South Restaurants, Inc., a Georgia corporation (the "Corporation"), does hereby unanimously consent to the adoption of, and does hereby adopt, the following resolutions:

WHEREAS, it is in the best interest of the Corporation to change its name to Investment Properties, Inc.; and

WHEREAS, said name change may be accomplished pursuant to O.C.G.A. §14-2-1006 by amending the Articles of Incorporation of the Corporation; and

WHEREAS, the Board of Directors has approved said amendment and directed that it be submitted to the shareholder of the Corporation for his approval;

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of the Corporation be amended and to be and read as follows:

"ARTICLE I

The name of the Corporation is:

INVESTMENT PROPERTIES, INC."

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and they each hereby severally are, directed to make Articles of Amendment, which shall be executed by any such officer, and to file the same in the office of the Secretary of State of Georgia; and

BE IT FURTHER RESOLVED, that the officers of the Corporation shall be, and they each hereby severally are, authorized and directed to do any and all acts and things whatsoever, whether within or without the State of Georgia, which may be in any way necessary or proper to effect said amendment.

Dated as of the 30th day of June, 1994.


Clinton M. Day, Shareholder

UNANIMOUS CONSENT OF THE SOLE DIRECTOR

OF

DEL SOUTH RESTAURANTS, INC.

(a Georgia corporation)
Pursuant to O.C.G.A. §14-2-821

The undersigned, being the sole director of Del South Restaurants, Inc., a Georgia corporation (the "Corporation"), does hereby consent to the adoption of, and does hereby adopt, the following resolutions:

WHEREAS, it is in the best interest of the Corporation to change its name to Investment Properties, Inc.; and

WHEREAS, said name change may be accomplished pursuant to O.C.G.A. §14-2-1006 by amending the Articles of Incorporation of the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of the Corporation be amended to be and read as follows;

"Article I

The name of the Corporation is:

INVESTMENT PROPERTIES, INC."

BE IT FURTHER RESOLVED, that the proposed amendment to the Articles of Incorporation is hereby recommended for approval by the shareholder of the Corporation and shall be submitted to the shareholder for his approval as required by Section 14-2-1003 of the Official Code of Georgia Annotated;

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and they each hereby severally are, directed to make Articles of Amendment, which shall be executed by any such officer, and, upon approval of the amendment by the shareholder of the Corporation, to file the same in the office of the Secretary of State of Georgia; and

BE IT FURTHER RESOLVED, that, upon approval of the amendment by the shareholder of the Corporation, the officers of the Corporation shall be, and they each hereby severally are, authorized and directed to do any and all acts and things whatsoever, whether within or without the State of Georgia, which may be in any way necessary or proper to effect said amendment.

Dated as of the 30th day of June, 1994


Clinton M. Day, Director

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

7
DOCKET NUMBER : 87563191
CHARTER NUMBER : 8502452
DATE INCORPORATED : 02/15/85
DATE RESTATED : 12/28/87
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-2812

MAILED TO:
PAUL HASTINGS JANDERSKY & WALKER
42ND FLOOR, GEORGIA PACIFIC CENTER
133 PEACHTREE ST. N.E.
ATLANTA, GA. 30303
ATTN: ROBERT E. DEWITT

CERTIFICATE OF RESTATEMENT

I, MAX CLELAND, Secretary of State and the Corporations
Commissioner of the State of Georgia, do hereby certify, under the
seal of my office, that the articles of incorporation of

CLINTON H. DAY COMPANIES, INC.
were duly amended and
the name changed to
DEL SOUTH RESTAURANTS, INC.

by the filing of restated articles in the office of the Secretary
of State and the fees therefor paid, as provided by law, and that
attached hereto is a true and correct copy of said restated
articles of incorporation.

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

DATE: DECEMBER 31, 1987



Max Cleland
MAX CLELAND
SECRETARY OF STATE

Il. Wayne Howell
IL WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

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

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF

CLINTON M. DAY COMPANIES, INC.

87363191
\$25.00

This restatement and amendment of the original Articles of Incorporation of Clinton M. Day Companies, Inc. (as heretofore amended, the "Articles") hereby supersedes and restates the provisions of the Articles in accordance with O.C.G.A. § 14-2-196. This restatement and amendment was authorized by the unanimous written consent of the directors and shareholders of the corporation on December 30, 1987.

ARTICLE I

The name of the corporation is "DEL SOUTH RESTAURANTS, INC."

ARTICLE II

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

ARTICLE III

The corporation shall have perpetual duration.

ARTICLE IV

The corporation is organized for the following purposes, which may be carried out directly or through interests in other entities:

- (a) to earn a profit for its stockholders;
- (b) to do all other things necessary, proper or appropriate for the accomplishment of the foregoing purposes;
- (c) to generally carry on, conduct, promote, operate and undertake any business transactions or operations commonly carried on, conducted, promoted, operated or undertaken by companies engaged in such businesses;
- (d) to engage in any other lawful business or activity related or incidental thereto; and
- (e) to engage in any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code.

ARTICLE V

The corporation shall have authority, acting by its Board of Directors, to issue not more than fifty thousand (50,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

None of the holders of shares of any class of stock of the corporation shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares of stock of the corporation of any class now or hereafter authorized, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares of stock of the corporation of any class now or hereafter authorized, or any shares, evidences of indebtedness, or any other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any new or additional shares.

ARTICLE VII

The Board of Directors of the corporation may, from time to time in its discretion, distribute a portion of the corporation's assets to shareholders out of the capital surplus of the corporation, and may purchase its own shares of stock to the extent of unreserved and unrestricted capital surplus.

ARTICLE VIII

At each election for Directors, each shareholder who is entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by

him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or to distribute such votes on the same principle among any number of such candidates.

ARTICLE IX

Pursuant to the Georgia Business Corporation Code, Section 14-2-112, any action required by the Georgia Business Corporation Code to be taken at a meeting of the shareholders and any action which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the action so taken, shall be signed 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 classes) of votes that would be necessary to authorize or take such action at a meeting of shareholders at which all shares entitled to vote were present and voted, subject to the limitations and notice requirements of Section 14-2-112.

ARTICLE X

As permitted by the Georgia Business Corporation Code, Section 14-2-171, no Director shall be personally liable to

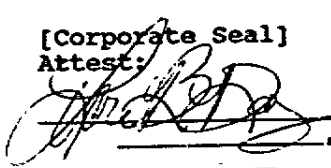
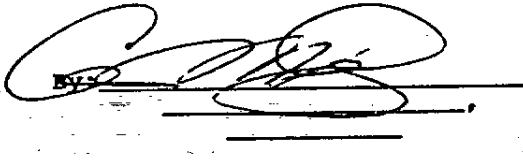
the corporation or any shareholders of the corporation for monetary damages for breach of duty of care or other duty as a Director, except that this Article shall not eliminate or limit the liability of a Director: (i) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) for the types of liability set forth in Georgia Business Corporation Code, Section 14-2-154; or (iv) for any transaction from which the Director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned have executed these Restated and Amended Articles of Incorporation on behalf of the corporation effective as of the close of business on December 30, 1987.

DEL SOUTH RESTAURANTS, INC.
(formerly Clinton M. Day
Companies, Inc.)

[Corporate Seal]

Attest:

e:/wp/rma/3607_02.art

RECEIVED
DEC 28 1 57 PM '87
SECRETARY OF STATE

9
87363188
\$25.00

ARTICLES OF MERGER

of

DEL SOUTH RESTAURANTS, INC.
A Georgia Corporation

THE APPLE A DAY CAFE, INC.
A Georgia Corporation

CLINTON M. DAY & ASSOCIATES, INC.
A Georgia Corporation

into

CLINTON M. DAY COMPANIES, INC.
A Georgia Corporation



CERTIFICATE

THIS DOCUMENT RECEIVED
AND FILED IN THE OFFICE
OF THE SECRETARY OF STATE

BY : S. H. Bay
DATE: 12-28-87

Effective 12-30-87

The undersigned corporations, pursuant to the provisions of Section 14-2-213 of the Business Corporation Code of the State of Georgia, as amended, hereby execute these Articles of Merger:

ARTICLE ONE

DEL SOUTH RESTAURANTS, INC., THE APPLE A DAY CAFE, INC., CLINTON M. DAY & ASSOCIATES, INC., AND CLINTON M. DAY COMPANIES, INC., are each corporations organized under the laws of the State of Georgia.

The surviving corporation is Clinton M. Day Companies, Inc. (being sometimes hereinafter referred to as the "Surviving Corporation"), a corporation organized under the laws of the State of Georgia. The Surviving Corporation shall operate under the name Del South Restaurants, Inc. as of the effective date of the merger as specified in Article Four hereof.

ARTICLE TWO

A copy of the Plan of Merger is attached hereto as Annex A and by reference is made a part hereof.

ARTICLE THREE

The Plan of Merger was adopted by unanimous written consent of all the shareholders of Del South Restaurants, Inc., The Apple A Day Cafe, Inc., Clinton M. Day & Associates, Inc., and Clinton M. Day Companies, Inc.

ARTICLE FOUR

The merger shall become effective as of the close of business on December 30, 1987.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or any Vice President and attested to by its Secretary of Assistant Secretary as of the ____ day of _____, 1987.

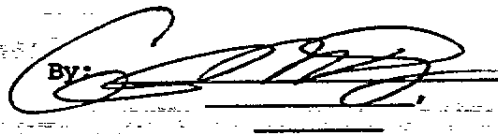
[Corporate Seal]

DEL SOUTH RESTAURANTS, INC.

Attest:



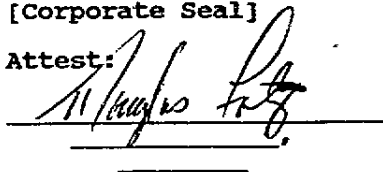
By:



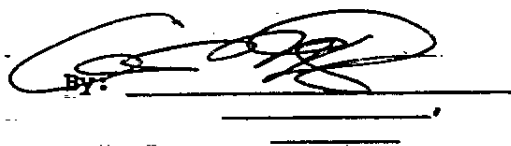
[Corporate Seal]

THE APPLE A DAY CAFE, INC.

Attest:



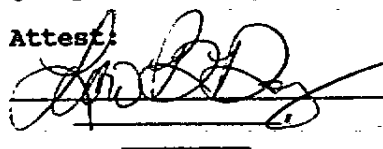
By:



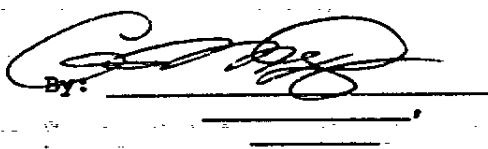
[Corporate Seal]

CLINTON M. DAY & ASSOCIATES, INC.

Attest:



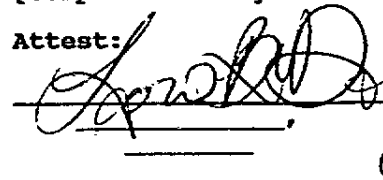
By:



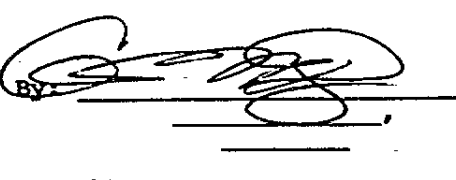
[Corporate Seal]

CLINTON M. DAY COMPANIES, INC.

Attest:



By:



SECRETARY OF STATE

DEC 28 1 58 PM '87

RECEIVED

PLAN OF MERGER

ARTICLE I

THE CONSTITUENT CORPORATIONS

1.1 The Constituent Corporations. (a) Del South Restaurants, Inc. ("Del South") was incorporated under the laws of the State of Georgia on August 5, 1986.

(b) The Apple A Day Cafe, Inc. ("Cafe") was incorporated under the laws of the State of Georgia on September 10, 1985.

(c) Clinton M. Day & Associates, Inc. ("CMD Associates") was incorporated under the laws of the State of Georgia on October 16, 1984.

(d) Clinton M. Day Companies, Inc. ("CMD Companies") was incorporated under the laws of the State of Georgia on February 15, 1985.

(e) Del South, Cafe, CMD Associates, and CMD Companies are sometimes hereinafter referred to as the "Constituent Corporations," and CMD Companies, following the effectiveness of the Merger (as defined in Section 2.1) and under the name Del South Restaurants, Inc., is sometimes hereinafter referred to as the "Surviving Corporation".

ARTICLE II

THE MERGER

2.1 The Merger. At the Effective Date (as defined in Section 2.3), Del South, Cafe, and CMD Associates shall be merged with and into CMD Companies (the "Merger") upon the terms and conditions hereinafter set forth as permitted by and in accordance with the Business Corporation Code of the State of Georgia, as amended (the "Business Corporation Code"). Thereupon the Constituent Corporations shall be a single corporation, which shall be CMD Companies, the separate existences of Del South, Cafe, and CMD Associates shall cease, and CMD Companies under the name Del South Restaurants, Inc., as the Surviving Corporation, shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Business Corporation Code.

2.2 Articles of Incorporation and Bylaws. Until amended in accordance with the provisions of applicable law, the Articles of Incorporation and the Bylaws of CMD Companies as in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws, respectively, of the Surviving Corporation.

2.3 Effective Date of the Merger. The Merger shall become effective as of the close of business on December 30, 1987. Such date is herein sometimes referred to as the "Effective Date".

ARTICLE III

DIRECTORS AND OFFICERS

3.1 Directors. From and after the Effective Date, the members of the Board of Directors of the Surviving Corporation shall consist of such persons as are members of the Board of Directors of CMD Companies immediately prior to the Effective Date, each to serve until the expiration of the term for which he was previously elected and until his successor is elected and qualified or until his earlier resignation, removal from office or death. If on the Effective Date a vacancy shall exist on the Board of Directors of the Surviving Corporation, such vacancy may be filled in the manner provided by the Bylaws of the Surviving Corporation.

3.2 Officers. From and after the Effective Date, the officers of the Surviving Corporation, until such officer's successor is elected or appointed and has qualified or until any such officer's earlier resignation, removal from office or death, shall be as follows:

President	Clinton M. Day
Vice-President	Douglas Foley
Secretary	Lori Day
Treasurer	Clinton M. Day

ARTICLE IV

CONVERSION OR CANCELLATION OF SHARES

4.1 Conversion or Cancellation of Shares. On the Effective Date, the shares of capital stock of the Constituent Corporations shall, without any further action on the part of the Constituent Corporations or the respective holders of such shares, be converted into shares

of capital stock of the Surviving Corporation or be cancelled or be exchanged as follows:

(a) Each outstanding share of Common Stock, par value \$.01 per share, of Del South not held by CMD Companies shall be exchanged for .055 newly issued shares of Common Stock, par value \$1.00 per share, of the Surviving Corporation. All other outstanding shares of Del South shall be cancelled and no payment shall be made in respect thereof.

(b) All outstanding shares of Common Stock, par value \$1.00 per share, of Cafe shall be cancelled and no payment shall be made in respect thereof.

(c) All outstanding shares of Common Stock, par value \$.01 per share, of CMD Associates shall be cancelled and no payment shall be made in respect thereof.

(d) Each outstanding share of Common Stock, par value \$1.00 per share, of CMD Companies shall be exchanged for one (1) newly issued share of Common Stock, par value \$1.00 per share, of the Surviving Corporation.

4.2 No Further Transfers. On and after the Effective Date, no transfer of the shares of Common Stock outstanding prior to the Effective Date shall be made on the stock transfer books of the Surviving Corporation.

ARTICLE V

CERTAIN EFFECT OF MERGER

5.1 Effect of Merger. On and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and each and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to and leases upon any real estate and personalty, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but shall be transferred to and vested in the Surviving Corporation. The Surviving Corporation

shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the right of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

5.2 Further Assurances. If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further deeds, assignments or assurances in law or any other acts are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or right of the Constituent Corporations acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of this Plan of Merger, the proper officers and directors of the Surviving Corporation shall and will execute and deliver all such deeds, assignments and assurances in law and do all acts necessary, desirable or proper to vest, perfect or confirm title to such property or right in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger, and the proper officers and directors of the Constituent Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Constituent Corporations or otherwise to take any and all such action.



BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I.	Filing Date: <u>12-28-87</u>	Code: <u>MG</u>	Docket No.: <u>87363188</u>
	Assigned Exam: <u>67</u>		Amt.: \$ <u>25.00</u> By: <u>47</u>
	Charter Number: _____		Completed: _____

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II.	Corporation Name: <u>Clinton M. Day Companies, Inc.</u>		
	Mailing Address: _____		
	City: _____	County: _____	State: _____ Zip Code: <u>8562452</u>
III.	Fees Submitted By: <u>DOT Smith Restaurants, Inc.</u>		
	Secretary of State: \$ _____	Check No.: <u>8611559</u>	
	Clerk of Court: \$ _____	Check No.: <u>8-5-86</u>	County: _____
	Publisher: \$ _____	Check No.: _____	Name: _____
IV.	Incorporator: <u>The Apple a Day Cafe, Inc.</u>		
	Address: _____		
	City: _____	State: _____	Zip Code: <u>8513857</u>
V.	Registered Agent/Office: <u>Clinton M. Day & Associates, Inc.</u>		
	Address: _____		
	City: _____	State: _____	Zip Code: <u>8415126</u>
VI.	ARTICLES OF INCORPORATION FILING CHECK-OFF LIST		Applicant
	1. Original and two conformed copies of Articles of Incorporation		Examined
	2. Corporate name certificate enclosed and verified		
	3. Publisher's and Clerk's checks enclosed and verified		
	4. Consent form enclosed and verified		
	5. Corporate duration and statutory authority stated		
	6. Number shares, par value, minimum capital stated		
	7. Number of directors and their names and addresses		
VII.	Applicant/Attorney: <u>EJH</u> Telephone: <u>12-30-87</u>		
	Address: _____		
	City: _____	State: _____	Zip Code: _____

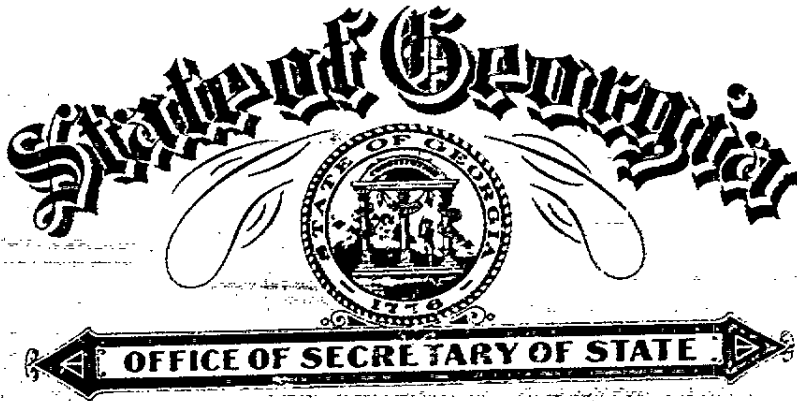
NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace 2-2 Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: _____ Date: _____

DUPLICATE

2452

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

"CLINTON M. DAY COMPANIES, INC."

has been duly incorporated under the laws of the State of Georgia on the **15th** day of **February**, 19 **85**, 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 **15th** day of **February** in the year of our Lord One Thousand Nine Hundred and Eighty **Five** and of the Independence of the United States of America the Two Hundred and **Nine**.

Max Cleland

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

ARTICLES OF INCORPORATION OF
CLINTON M. DAY COMPANIES, INC.

ARTICLE 1

Name

The name of the corporation is Clinton M. Day
Companies, Inc.

ARTICLE 2

Organization

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

ARTICLE 3

Period of Duration

The period of duration of the corporation shall be
perpetual.

ARTICLE 4

Purposes and Powers

The purposes for which the corporation is organized
is to engage in the business of earning a profit for its
stockholders and to do everything necessary, proper, advisable
or convenient for the accomplishment of this purpose with all
powers granted by the Georgia Business Corporation Code, at any
place within or without the United States to the extent that
such act is not forbidden by the law of such place.

ARTICLE 5

Authorized Shares

The aggregate number of shares the corporation is
authorized to issue is 1000 shares at \$1.00 par value common
capital stock.

ARTICLE 6

Minimum Capital

The corporation shall not commence business until it receives at least \$500.00 in payment for the issuance of shares.

ARTICLE 7

Registered Office and Agent

The initial registered office of the corporation shall be at Twentieth Floor, Coastal States Building, 260 Peachtree Street, N.W., Atlanta, ^{Gulton} Georgia 30303. The initial registered agent thereat shall be Richard M. Asbill.

ARTICLE 8

Initial Board of Directors

The initial Board of Directors shall consist of one member, who shall be:

<u>Name</u>	<u>Address</u>
Clinton Mitchell Day	6025 The Corners Parkway Suite 201 Norcross, Georgia 30092

ARTICLE 9

Incorporator

The name and address of the incorporator is Richard M. Asbill, Twentieth Floor, Coastal States Building, 260 Peachtree Street, N.W., Atlanta, Georgia 30303.

ARTICLE 10

Restriction on Stock Transfer

Shares shall not be transferable to anyone except in accordance with such restrictions as may be contained in the by-laws.

ARTICLE 11

No Pre-Emptive Rights

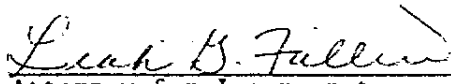
None of the holders of shares of common stock shall be entitled as a matter of right to purchase, subscribe for, or otherwise acquire any new or additional shares of stock of the corporation of any class, or any options or warrants to purchase, subscribe for, or otherwise acquire any such new or additional shares, or any shares, evidences of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

ARTICLE 12

Distribution from Capital Surplus

The corporation shall have the power, acting through its Board of Directors, to make distributions of its assets to its shareholders out of its capital surplus and to acquire its own shares out of its unreserved and unrestricted capital surplus available therefor.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.


Attorney for Incorporator


Asbill Porter
Churchill & Nellis
Twentieth Floor
Coastal States Building
260 Peachtree Street, N.W.
Atlanta, Georgia 30303
(404) 524-1000

CONSENT TO APPOINTMENT AS REGISTERED
AGENT

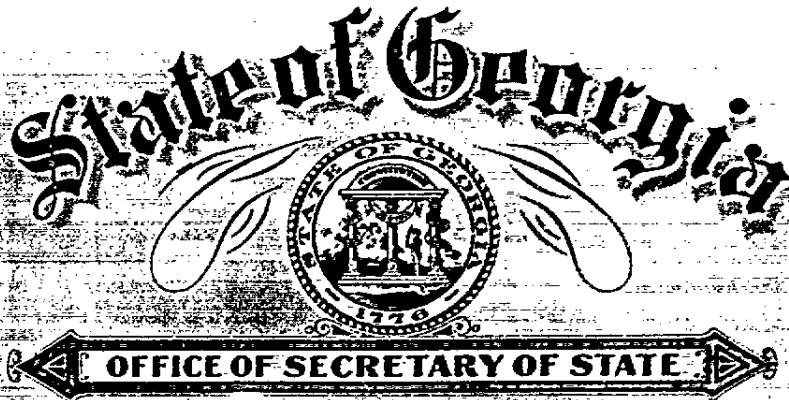
TO: Max Cleland
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, Richard M. Asbill, do hereby consent to serve as registered agent for
the corporation,

This day of February, 1985.


Richard M. Asbill

Asbill Porter Churchill & Nellis
260 Peachtree Street
20th Floor - Coastal States Building
Atlanta, Georgia 30303



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

"CLINTON M. DAY COMPANIES, 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 15th day of February, in the year of our Lord One Thousand Nine Hundred and Eighty Five and of the Independence of the United States of America the Two Hundred and Nine.

Max Cleland

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