

**STATE OF
NORTH
CAROLINA**



R. Henshaw - Box
Department of The
Secretary of State

To all whom these presents shall come, Greeting:

I, Rufus L. Edmisten, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (2 sheets) to be a true copy of

ARTICLES OF INCORPORATION

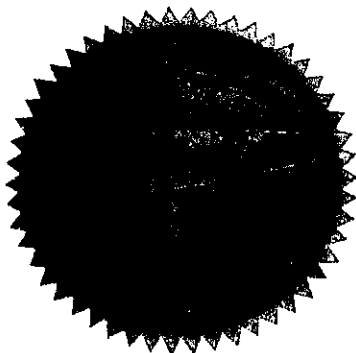
OF

M&L VENTURES, INC.

and the probates thereon, the original of which was filed in this office on the 29th day of March 1990, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 29th day of March in the year of our Lord 1990.



Rufus L. Edmisten

Secretary of State

ARTICLES OF INCORPORATION
OF
M&L VENTURES, INC.

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina.

INCIDENT #474706

RECORDED TO THE

RECORDS

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1. The name of the corporation is M&L VENTURES, INC.

2. The period of duration of the corporation is unlimited.

3. The purposes for which the corporation is organized are:

(a) To operate bar, restaurant and billiard establishments or facilities and to engage in any activities, including but not limited to, the owning, leasing and managing all types of real and personal property, and any other activities necessary or incidental to the above stated purposes; and

(b) To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.

4. The corporation shall have authority to issue 100,000 shares divided into two classes. The designation and number of shares of each class and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Voting Common	75,000	\$1.00
Non-voting Common	25,000	\$1.00

Each share of Non-voting Common shall be identical in all respects to each share of Voting Common, except that Non-voting shares shall be entitled to vote only as provided and required by law.

5. The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is One Hundred Dollars in cash or property of equivalent value.

6. The shareholders of the corporation shall have no preemptive right to acquire additional or treasury shares of the corporation.

7. The address of the initial registered office of the corporation in the State of North Carolina is 5024 Meadow Hill Ct., Winston-Salem, Forsyth County, North Carolina 27106; and the name of its initial registered agent at such address is Mark J. Berger.

8. The number of directors constituting the initial board of directors shall be two and the name and address of the persons who are to serve as directors until the first meeting of shareholders, or until their successors be elected and qualify, are:

NAME	ADDRESS
Mark J. Berger	5024 Meadow Hill Ct. Winston-Salem, Forsyth County North Carolina 27106
Lester R. Burnette	Rt. 11, Box 94 Winston-Salem, Davidson County North Carolina 27107

9. The name and address of the incorporator are Robert D. Hinshaw, 1100 S. Stratford Road, Suite 113, Winston-Salem, Forsyth County, North Carolina 27103.

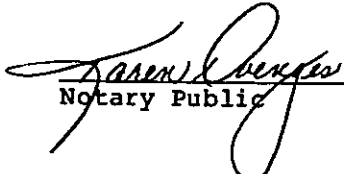
IN WITNESS WHEREOF, I have hereunto set my hand this the 26 day of March, 1990.


ROBERT D. HINSHAW

NORTH CAROLINA

FORSYTH COUNTY

I, Karen Doenges, a Notary Public, do hereby certify that ROBERT D. HINSHAW personally appeared before me this the 26th day of January, 1990, and acknowledged the due execution of the foregoing Articles of Incorporation.


Notary Public

My Commission Expires:



PRESENTED FOR
REGISTRATION
AND RECORDED

APR 24 10 18 AM '90

REGISTER OF DEEDS
FORSYTH COUNTY, N.C.

JB \$9.00 pd.