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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2009 JAN 16 AM 9:48

RECEIVED
STATE OF RHODE ISLAND
CORPORATIONS DIV

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is CAROUSEL GRILLE, INC.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 10,000 - No par value common

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 128 Dorrance Street

(Street Address, not P.O. Box)

Providence

, RI

02903

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Wayne M. Kezirian

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

FILED

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By OpB 78257

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See attached Exhibit A

7. The name and address of each incorporator is:

Name

Address

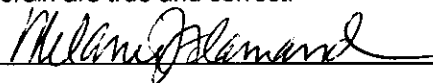
Melanie J. Flamand

55 Jefferson Boulevard, Warwick, RI 02886

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 16, 2009



Signature of each Incorporator

E-X-H-I-B-I-T "A"
(Additional Provisions)

Additional provisions:

1. Elimination of liability for stockholders, officers and directors.

To the greatest extent permitted by law, no officer, stockholder or director (if the corporation shall have directors) shall be personally liable to the corporation or its stockholders for monetary damages for breach of any duty to the corporation except for (a) liability for acts or omissions not in good faith or which involve intentional misconduct or (b) a knowing violation of law or (c) liability for any transaction from which the stockholder derived a personal benefit that was not disclosed and authorized as provided in the Rhode Island Business Corporations Act. Any repeal or modification of this provision by the corporation shall not adversely affect any right or protection of any person existing at the time of such repeal or modification.

2. Right of First Refusal Upon Sale of Stock:

No holder of any of the common stock of the corporation (whether or not there shall be more than one series of common stock) shall transfer any of such stock without first offering the same to the corporation at the lowest price at which such holder is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer such stock if the said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the corporation, or in case the stockholder making such offer shall be the Secretary then to the President; and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock of the corporation then outstanding and entitled to vote, to be held within thirty (30) days after the receipt of said offer, for the purposes of taking action with respect to the same. The corporation, through the holders of stock then outstanding and entitled to vote, shall have thirty (30) days after the time fixed for the holding of such special meeting of the stockholders to accept or reject said offer, and until action thereon shall be taken or until the expiration of said thirty (30) days, whichever shall first occur, no transfer of any of his or her common stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer, or if no action shall be taken by them prior to the expiration of said thirty (30) days, such stockholder may then transfer the same at no less than said price to any transferee or transferees described in said statement at any time within six (6) months after the expiration of said thirty (30) days but not otherwise or thereafter without again complying with the provisions of this paragraph. All transfers of the common stock of the corporation (except transfers upon the death of a stockholder from his or her estate to his or her next of kin or to the legatee or legatees named in his or her will) are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance and/or any transfer arising from any bankruptcy or insolvency proceeding. Any transfer contrary to the foregoing provisions shall be void. The corporation by unanimous

resolution of the holders of its stock then outstanding and entitled to vote adopted at a meeting of stockholders duly held for that purpose may waive the provisions of this article with respect to any particular transfer. Each common stock certificate issued by the corporation shall be marked with a legend referring to this restriction on transfer.

3. Annual Meeting: The corporation need not hold an annual meeting of the shareholders of the corporation unless one or more of the shareholders of the corporation delivers written notice to the corporation requesting a meeting at least thirty (30) days before the meeting date stated or fixed in accordance with the bylaws of the corporation.