



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Business Corporation
Articles of Amendment**

(Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is ROSA MIA RISTORANTE, INC.

If the entity's name is changing, state the new name: ROSA MIA RISTORANTE, INC.

ARTICLE II

The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 8/6/2012, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation, including, if applicable, a change made in Article I:

If the authorized shares are changing, modify the following section:

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

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
STK	\$0.0000	400.00

If the corporate duration is changing, so state: Perpetual

If the corporate purpose is changing, so state:

FOOD AND BEVERAGE SALES

If there are any other provisions to be amended, so state:

6. ADDITIONAL PROVISIONS NOT INCONSISTENT WITH THE RHODE ISLAND BUSINESS CORPORATIONS ACT (§ 7-1.2-101 ET SEQ. OF THE GENERAL LAWS OF RHODE ISLAND, 1956, AS AMENDED) (THE "ACT") WHICH THE INCORPORATOR ELECTS TO HAVE SET FORTH IN THESE ARTICLES OF INCORPORATION:

(A) PROVISIONS FOR REGULATION OF INTERNAL AFFAIRS OF CORPORATION. SUCH PROVISIONS AS ARE CONTAINED IN THE BY-LAWS FOR THE CORPORATION AS ON FILE WITH THE REGISTERED AGENT OF THE CORPORATION ("BY-LAWS").

(B) NO BOARD OF DIRECTORS. THERE IS NO BOARD OF DIRECTORS, AND ALL OF THE DISCRETIONS AND POWERS NORMALLY VESTED IN A BOARD OF DIRECTORS ARE HEREBY ASSIGNED TO THE SHAREHOLDER(S) WHO SHALL EXERCISE SUCH AUTHORITY IN ACCORDANCE WITH THE BY-LAWS.

(C) NO PERSONAL LIABILITY. TO THE FULLEST EXTENT ALLOWABLE BY LAW, NO

SHAREHOLDER SHALL HAVE ANY PERSONAL LIABILITY FOR BREACH OF DUTY IN CONNECTION WITH THE EXERCISE OR NON-EXERCISE OF THE POWERS AND DISCRETIONS NORMALLY VESTED IN A BOARD OF DIRECTORS BUT GRANTED TO THE SHAREHOLDERS HEREBY.

(D) ISSUANCE OF COMMON SHARES. COMMON SHARES MAY BE ISSUED FOR SUCH CONSIDERATION AS IS DETERMINED FROM TIME TO TIME BY THE SHAREHOLDER(S) IN ACCORDANCE WITH THE BY-LAWS.

(E) TRANSFER OF COMMON SHARES. NO TRANSFER OF COMMON SHARES OF THE CORPORATION SHALL BE VALID UNLESS THE TRANSFER IS APPROVED OF BY ALL OF THE SHAREHOLDERS AND OTHERWISE COMPLIES WITH THE BY-LAWS.

(F) PREEMPTIVE RIGHTS. THE CORPORATION ELECTS TO HAVE PREEMPTIVE RIGHTS. SHAREHOLDERS PREEMPTIVE RIGHTS SHALL BE GOVERNED BY THE PRINCIPLES PROVIDED IN SECTION 7-1.2-613(B) OF THE GENERAL LAWS OF RHODE ISLAND.

(G) NO ANNUAL MEETING REQUIRED. EXCEPT AS MAY OTHERWISE BE REQUIRED BY LAW OR BY THE PROVISIONS OF THE BY-LAWS, THE CORPORATION NEED NOT HOLD AN ANNUAL MEETING OF THE SHAREHOLDERS.

(H) INDEMNIFICATION. PURSUANT TO SECTION 7-1.2-814(B) OF THE ACT, EACH OFFICER OF THE CORPORATION (AND HIS HEIRS, EXECUTORS AND ADMINISTRATORS) SHALL BE INDEMNIFIED BY THIS CORPORATION, TO THE FULL EXTENT PERMITTED BY LAW, AS SUCH APPLICABLE LAW MAY BE AMENDED FROM TIME TO TIME, AGAINST ANY COST, EXPENSE (INCLUDING ATTORNEYS' FEES) JUDGMENT OR LIABILITY REASONABLY INCURRED BY OR IMPOSED UPON HIM IN CONNECTION WITH ANY ACTION, SUIT OR PROCEEDING, CIVIL OR CRIMINAL (INCLUDING ANY PROCEEDING BEFORE ANY ADMINISTRATIVE OR LEGISLATIVE BODY OR AGENCY), TO WHICH HE MAY BE MADE A PARTY OR WITH WHICH HE SHALL BE THREATENED BY REASON OF HIS BEING AN OFFICER OF THIS CORPORATION OR OF ANY OTHER CORPORATION WHICH HE SERVES OR HAS SERVED AS OFFICER AT THE REQUEST OF THIS CORPORATION (WHETHER OR NOT HE CONTINUES TO BE AN OFFICER OF THIS CORPORATION OR SUCH OTHER CORPORATION AT THE TIME SUCH ACTION, SUIT OR PROCEEDINGS IS BROUGHT OR THREATENED), EXCEPT WITH RESPECT TO ANY MATTER AS TO WHICH HE SHALL HAVE BEEN ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT HIS ACTION WAS IN THE BEST INTEREST OF THE CORPORATION OR TO THE EXTENT THAT SUCH MATTER RELATES TO SERVICE: (I) WITH RESPECT TO ANY EMPLOYEE BENEFIT PLAN, IN THE BEST INTERESTS OF THE PARTICIPANTS OR BENEFICIARIES OF SUCH EMPLOYEE BENEFIT PLAN, OR (II) OUTSIDE THE OFFICIAL CAPACITY OF THE DIRECTOR, THAT ACTION WAS NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO ANY RIGHTS TO WHICH ANY DIRECTORS OR OFFICER MAY OTHERWISE BE ENTITLED.

ARTICLE III

As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.

ARTICLE IV

These Articles of Amendment 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.

Later Effective Date:

Signed this 9 Day of August, 2012 at 10:44:07 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

SILVIO L. PATRIARCA, PRESIDENT

Form No. 101
Revised 09/07

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