

Filing Fee \$150.00

Corp. I.D. #

92500

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Portabella Inc.

(A close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) to prepare and sell foods and beverages of every kind and nature, and generally to own, conduct, operate and maintain the business of a delicatessen; and

(b) to engage in any and all endeavors related directly or indirectly thereto; and

(c) to transact any other lawful activity or business in which corporations may be engaged under the Rhode Island Business Corporation Act, as in effect from time to time.

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By RS # 55
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SECRETARY OF STATE

PROVIDENCE, RHODE ISLAND

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FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 2,000 Common no par value.

(If the authorized shares are to consist of one class only, state the par value of such shares or statement that all of such shares are to be without par value.)

or

(a) *If more than one class:* Total number of shares : _____

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

N/A

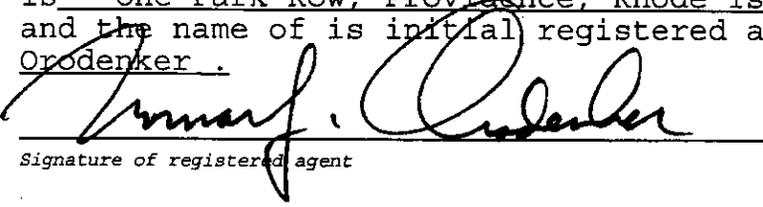
FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to Section 7-1.1-24 of the General Laws, 1956, as amended:

None

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

A director of the corporation, if there be any, or a stockholder acting in a capacity of a director (hereinafter called a "director") will not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as amended. Any repeal or modification of the provisions of this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

SEVENTH: The address of the initial registered office of the corporation is One Park Row, Providence, Rhode Island 02903 and the name of is initial registered agent at such address is: Norman G. Orodenker.


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.

Name:

Address:

To be elected

NINTH: The name and address of each incorporator is:

Name:

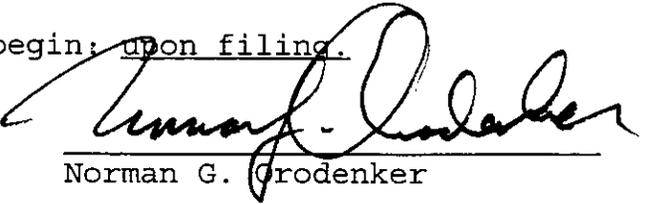
Address:

Norman G. Orodenker

One Park Row, Providence, RI 02903

TENTH: Date when corporate existence to begin: upon filing.

Dated: December 5, 1996


Norman G. Grodenker

State of Rhode Island

} In the City of Providence

County of Providence

In said county this 5th day of December, A.D. 1996 then personally appeared before me Norman G. Grodenker known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.


Notary Public