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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

DEC 01 2004

By KMC
CS1214B

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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

1. The name of the corporation is JDML Group, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

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

To own, manage, and operate restaurants, and for any other lawful purpose

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

(a) If only one class: Total number of shares 100 common (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

All such shares are without par value

(b) If more than one class: Total number of shares or (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 the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

The pre-emptive rights set forth in Section 7-1.1-24 of the Rhode Island General Laws are
denied to the shareholders.

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See attached

7. The address of the initial registered office of the corporation is 49 Weybosset Street

Providence

, RI 02903

(Street Address, not P.O. Box)

and the name of its initial registered agent at such address is Ronald W. Del Sesto

(Zip Code)

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is none and the names and addresses of the persons who are to serve as directors until the first annual meeting of 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, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Pres/Sec/Tres.</u>	<u>Dennis Lucovich</u>	<u>c/o 49 Weybosset Street, Providence, RI 02903</u>
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9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Ronald W. Del Sesto</u>	<u>49 Weybosset Street, Providence, RI 02903</u>
<u> </u>	<u> </u>

10. Date when corporate existence is to begin upon filing of these Articles of Incorporation

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: December 1, 2004

Ronald W Del Sesto

Signature of each Incorporator

STATE OF Rhode Island

COUNTY OF Providence

In Providence, on this 1st day of December, 2004, personally appeared before me Ronald W. Del Sesto

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Janice Spagnoli McCormick
Notary Public

My Commission Expires:

JANICE SPAGNOLI MCCORMICK

Notary Public No. 16037

Commission Expires August 27, 2005

6.1 Any action--excepting actions pursuant to Sections 7-1.1-67, 7-1.1-70.1, or 7-1.1-72 of the Rhode Island General Laws--required or permitted to be taken at a meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon such action if a meeting of shareholders were held.

6.2 The encumbering, sale, transfer, or other disposition of stock in the corporation is restricted in accordance with the provisions of the By-laws of the corporation.

6.3 The merger, consolidation, conversion, entity interest exchange, or division of the corporation or the amendment of this Article, shall require the unanimous consent of the shareholders.