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 CORPORATIONS DIV.
 2017 DEC 29 AM 11:11

Articles of Dissolution
 DOMESTIC Business Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-1.2-1308 and 7-1.2-1309, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. Entity ID Number: 000144319		2. The name of the corporation is: VCM RESTAURANT CORP	
3. The dissolution was approved by (CHECK ONE):			
<input checked="" type="checkbox"/> consent of the shareholders pursuant to RIGL <u>7-1.2-1302</u> . OR <input type="checkbox"/> an act of the corporation pursuant to RIGL <u>7-1.2-1203</u> .			
4. All debts, obligations and liabilities of the corporation have been paid and discharged, or have been subject to a completed bankruptcy proceeding under Title II of the U.S. Code.		5. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.	
6. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgement, order, or decree which may be entered against it in any pending suit.		7. As required by RIGL <u>7-1.2-1309</u> , the corporation has paid all fees and franchise taxes. RI Division of Taxation's ORIGINAL letter of good standing (LOGS) for the purpose of dissolution MUST accompany this form.	
8. Date when these Articles of Dissolution will be effective: CHECK ONE BOX ONLY			
<input checked="" type="checkbox"/> Date received (Upon filing) <input type="checkbox"/> Later effective date (Date must be no more than 90 days from the date of filing) _____			
<i>Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Dissolution by Incorporators, including any accompanying attachments, and that all statements contained herein are true and correct.</i>			
Type or Print Name of Authorized Officer VINCENT C MESSINA		Date 12/7/2017	
Signature of Authorized Officer of the Corporation 			

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 CORPORATIONS DIV.
 2018 JAN 19 AM 10:06

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED 10:06
JAN 19 2018
 BY **322117**

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

PLAN OF LIQUIDATION

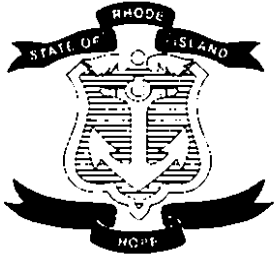
VCM RESTAURANT CORP
COMPANY

IT IS AGREED BY AND AMONG THE PARTIES HERETO THAT VCM RESTAURANT CORP
A RHODE ISLAND CORPORATION (THE "CORPORATION") BE COMPLETELY LIQUIDATED ON
OR BEFORE DECEMBER 31, 2017 (HEREINAFTER REFERRED TO AS THE " LIQUIDATION DATE") IN
ACCORDANCE WITH THE PROVISIONS OF SECTION 336 OF THE INTERNAL REVENUE CODE OF 1986,
AS AMENDED, AND THEREAFTER BE DISSOLVED; AND THAT THERE IS HEREBY ADOPTED A PLAN OF LIQUI-
DATION UNDER WHICH ALL THE ASSETS OF THE CORPORATION (SUBJECT TO THE LIABILITIES OF THE CORP-
ORATION APPEARING ON ITS BOOKS OF ACCOUNTS, OR FOR FEDERAL OR STATE TAXES, OR ON ACCOUNT OF
EXPENSES OF ITS LIQUIDATION AND/OR DISSOLUTION WHICH REMAIN UNPAID AT THE CLOSE OF BUSINESS
ON THE LIQUIDATION DATE) SHALL BE TRANSFERRED TO THE STOCKHOLDERS OF THE CORPORATION, IN
ACCORDANCE WITH THE AFORESAID PROVISIONS OF FEDERAL TAX LAW; AND THAT THE OFFICERS OF THE
CORPORATION ARE HEREBY AUTHORIZED TO TAKE SUCH STEPS AND TO EXECUTE AND DELIVER AND/OR
FILE SUCH DOCUMENTS AND INSTRUMENTS AS SHALL BE NECESSARY OR APPROPRIATE TO EFFECT THE
IMMEDIATE AND COMPLETE LIQUIDATION BY THE AFORESAID LIQUIDATION DATE, AND THE TRANSFER
OF ITS ASSETS AS HEREIN PROVIDED, AND, AS SOON THEREAFTER AS MAY BE PRACTICAL, THE DISSOLU-
TION OF THE CORPORATION.

EXECUTED THIS 2ND DAY OF DECEMBER 2017


ADELE ILLIANO, STOCKHOLDER

VINCENT MESSINA, STOCKHOLDER



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

144319

RALPH PALUMBO CPA
221 BROADWAY
PROVIDENCE, RI 02903-3017

LETTER OF GOOD STANDING

It appears from our records that **VCM RESTAURANT CORP.** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **VCM RESTAURANT CORP.** is in good standing with the Rhode Island Division of Taxation as of **01/12/2018**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

DISSOLUTION

This letter of good standing is valid only for the specific reason listed above, and is not valid for any other reason(s).

Very truly yours,

Neena Savage
Tax Administrator

Neil Caouette
Supervising Revenue Officer
Compliance and Collections

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DLN: 10001511356