

**State of Rhode Island and Providence Plantations**  
**BUSINESS CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

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:

FIRST. The name of the corporation is RESTAURANT DATA CONCEPTS, INC.

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

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

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

The handling and formulating computer complexes and formulating concepts of same, together with the right to buy, sell and deal in components or complete computers at both retail and whole-sale, and to prepare and manufacture computer software of all types and kinds, together with the right to conduct any legal business.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) If only one class: Total number of shares ... 600

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

No Par Value.

or

(b) 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 the 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.)

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

Any stockholder including heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer any stock of this corporation shall first offer such stock to the corporation through its Board of Directors at not more than the book value of such stock as shown upon financial statement of the corporation to be drawn as of the first of the month preceding the offer, provided, however, that the corporation shall exercise its right to purchase within 30 days after the stockholder shall have notified it in writing of his desire to sell said shares within 30 days, such stockholder may at any time after the expiration of said 30 days, sell such shares to any other party, but at not less than the price at which time the same was offered to this corporation.

In the event the corporation shall elect not to purchase said shares or shall make no election after 30 days, then said selling stockholder shall offer such stock to the other stockholders such shares as their respective proportions may indicate which offer shall be under the same terms and conditions as heretofore stated, and subject to the stockholder or stockholders exercising his or their rights to purchase within 30 days after the stockholder shall have notified him or them in writing of his desire to sell such shares, and such selling stockholder shall, upon the proper tender of the price thereof, transfer to the respective purchasing stockholder his shares so sold, and if the stockholder or stockholders shall elect not to purchase such shares within 30 days, the selling stockholder may at any time after the expiration of said 30 days sell such shares to any other party, but at not less than the price at which the same was offered to this corporation.

No shares of stock shall be assigned or transferred upon the books of the

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

SEVENTH. The address of the initial registered office of the corporation is 315 Turks Head Building, Providence, Rhode Island 02903 (add Zip Code) and the name of its initial registered agent at such address is: Saul Hodosh

EIGHTH. The number of directors constituting the initial board of directors of the corporation is Unknown 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 §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*

NINTH. The name and address of each incorporator is:

*Name*

*Address*

|                        |                                     |
|------------------------|-------------------------------------|
| Saul Hodosh            | 22 Oaklawn Ave., #103, Cranston, RI |
| Steven I. Rosenbaum    | 230 Doyle Avenue, Providence, RI    |
| Paul J. Bogossian, Jr. | 2 Spinney Lane, North Kingstown, RI |

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

immediately upon filing September 26, 1983

Dated September 16, 1983

Saul Hodosh

Steven I. Rosenbaum

Paul J. Bogossian, Jr.

STATE OF RHODE ISLAND } In the City } of Providence  
COUNTY OF PROVIDENCE } ~~Town~~ }

in said county this 16th day of September, A.D. 19 83.

then personally appeared before me Saul Hodosh, Steven Rosenbaum and

Paul Bogosian, Jr.

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.

*Jayne Silliope*  
Notary Public

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SEP 26 1983

*Ciullo and Rampino*  
*Counsellors at Law*

*1414 Alwood Avenue*  
*Johnston, Rhode Island 02919*

*Albert R. Ciullo*  
*Kenneth J. Rampino*

*401-272-1811*

*Vincent W. Marsella*

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August 9, 1983

Saul Hodosh, Esq.  
Hodosh, Spinella & Angelone  
315 Turks Head Bldg.  
Providence, RI 02903

Dear Mr. Hodosh:

In reply to your request for permission to use the name, RESTAURANT DATA CONCEPTS, INC., we have reviewed the same and feel there is no conflict in your use of that name with our right to use the name, RESTAURANT MARKETING CONCEPTS, INC.

In light of our decision, you are hereby authorized to make application for the organization of a corporation entitled, RESTAURANT DATA CONCEPTS, INC., and we wish to advise the Corporation Division of the Secretary of State's Office for the State of Rhode Island that we interpose no objection.

Very truly yours,

RESTAURANT MARKETING CONCEPTS,  
INC.

By It's Attorney:

*Albert Ciullo*

Albert R. Ciullo, Esq.

ARC/cdl