

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

Corp. I.D. #

93210

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 Uncle Tony's U.S.A. 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:

To engage in the operation of restaurants, Cafes, franchises, Licensing, and any other lawful purpose.

FILED

JAN 2 ' 1991

By [Signature] #9

177610

JAN 17 1991

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

(a) *If only one class:* Total number of shares 8,000

(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.)

\$1.00 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.)

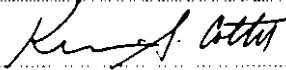
N/A

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §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:
NONE

SEVENTH. The address of the initial registered office of the corporation is
312 South Main St., Providence, RI 02903 (add Zip Code)
and the name of its initial registered agent at such address is:
Kevin S. Cotter, Esq.



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 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
Parula Ann Jourabchi President 8 Birchtree Drive, Johnston, RI	
Edward R. Carosi Vice-President 35 Rankin Avenue, Providence, RI	
Parula Ann Jourabchi Secretary 8 Birchtree Drive, Johnston, RI	
Edward R. Carosi Treasurer 35 Rankin Avenue, Providence, RI	

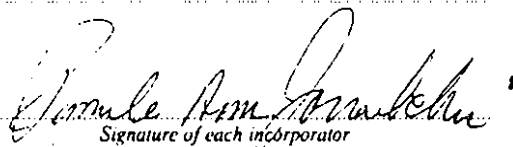
NINTH. The name and address of each incorporator is:

Name	Address
Parula Ann Jourabchi	8 Birchtree Drive, Johnston, RI

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

Upon Filing

Dated January 16, 1997

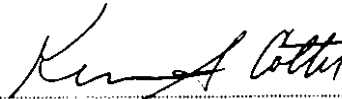

Signature of each incorporator

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

in said county this 16th day of JANUARY, A.D. 19⁹⁷

then personally appeared before me Pamela Ann Jourabchi

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.



Notary Public

my Commission expires 6/25/97

SECRETARY OF STATE
STATE OF P.R.

DEAR SECRETARY,

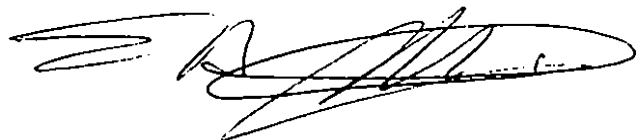
PLEASE BE ADVISED THAT AS THE INCORPORATOR
OF THE FOLLOWING CORPORATIONS, I HEREBY
GRANT MY CONSENT TO UNCLE TONY'S U.S.A. INC.,
FOR THE USE OF SAID NAME.

- UNCLE TONY'S INTERNATIONAL INC.
- UNCLE TONY'S PIZZA INC.
- UNCLE TONY'S PIZZA OF NEWPORT AVE INC.
- UNCLE TONY'S PIZZA & PASTA RESTAURANTS INC.
- UNCLE TONY'S INC.

Sincerely

EDWARD A. CAROSI
77 WYNDAWN AVE
PRW. P.R.

02903



10.17.83 12:00