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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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:

1. The name of the corporation is Tomaselli, 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 operate the retail sale of prepared foods and other related
restaurant/deli items along with beverages pursuant to a beer and
wine license and any other purpose for which corporations are
incorporated under the laws of the State of Rhode Island

4. 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)
all shares are without 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 Chapter 7-1.1 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).

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

See attachment A

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

See attachment B

7. The address of the initial registered office of the corporation is 376 Broadway,
Providence, RI 02909 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

Frank S. Lombardi

8. The number of directors constituting the initial board of directors of the corporation is 1 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)

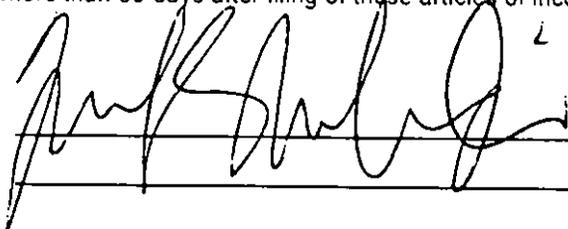
Title	Name	Address
Pres	<u>Joseph Tomaselli, Jr.</u>	<u>1020 Park Avenue, 215, Cranston, RI 02910</u>
VPres	<u>Louis Tomaselli, Jr.</u>	<u>1020 Park Avenue, 215, Cranston, RI 02910</u>
Treas.	<u>Joseph Tomaselli, Jr.</u>	<u>1020 Park Avenue, 215, Cranston, RI 02910</u>
Sect.	<u>Donna Tomaselli</u>	<u>1020 Park Avenue, 215, Cranston, RI 02910</u>

9. The name and address of each incorporator is:

Name	Address
<u>Frank S. Lombardi</u>	<u>376 Broadway, Providence, RI 02909</u>
_____	_____
_____	_____

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

Dated September 10, 19 97

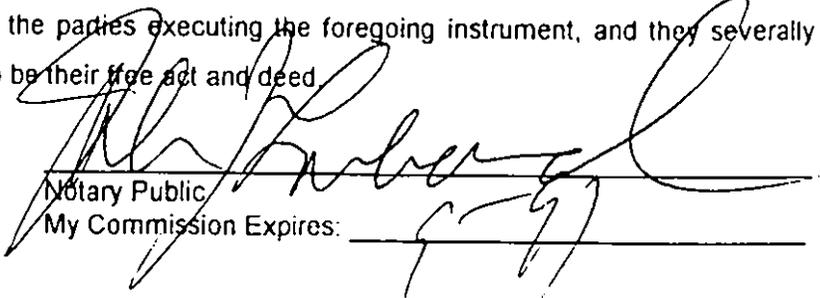


Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 10th day of September, 19 97, personally appeared before me Frank S. Lombardi

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: 9-97

ATTACHMENT "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:

In the event of the increase of the authorized common stock of the corporation the holders of the common stock of the corporation at that time outstanding shall have the exclusive right to subscribe in proportion to their holdings for the common stock so to be issued.

ATTACHMENT "B"

Provisions, (if any) for the regulation of the Internal Affairs of the Corporation:

In the event that any stockholder or respective heirs, administrators, executors, successors, or assigns of any stockholder, or any person or persons to whom title of any stockholder in stock of this corporation may devolve or pass by assignment for the benefit of creditors, appointment of a receiver, filing of a petition in bankruptcy, or by operation of law or otherwise, shall desire to sell the whole or any portion of his stock of this corporation, he shall, before offering the same for sale to any other party, give notice in writing to the corporation of this desire to sell, and in such writing offer to sell the same to the corporation at the lowest price at which he is willing to sell said stock.

If within twenty (20) days after the receipt of any such notice the Board of Directors shall elect to purchase the shares so offered, the Secretary or Treasurer or some other officer designated by the Board of Directors, shall forthwith and within said twenty (20) days deliver in person to such stockholder or mail by registered mail postage prepaid, addressed to him at his usual post office address as stated on the books of the corporation a notice in writing, signed by the Secretary or Treasurer or such other officer, of the election by the corporation to purchase said stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon the transfer to the corporation of the shares sold.

If such notice of election to purchase shall not be given within the time above limited, the stockholder shall be at liberty to sell his stock to any other party provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price of not less than the price at which it was offered to the corporation. The directors may in particular instances consent to any such proposed sale thereby waiving the provisions of this Article Sixth; provided, however, that no such consent or waiver shall extend to other or subsequent instances and the directors may authorize the corporation to enter into a contract with any stockholder or stockholders for the purchase of stock for a stipulated price or a price to be determined upon the application of a formula.