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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

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
OCT 21 10 08 AM '03

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 A & A, Inc. Restaurants Inc. Sandwich Shops, 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:
Owning and operating of restaurants, sandwich shops and restaurant franchises and any and
all lawful business for which corporation may be incorporated under Chapter 7-1.1 of the
General Laws, 1956, as amended

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

(a) *If only one class:* Total number of shares 1000 No Par (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.):

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, 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:

See attachment

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BY [Signature]
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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See attachment

7. The address of the initial registered office of the corporation is McKinney & Nazareth, P.C.,
(Street Address, not P.O. Box)
585 Kingstown Road, Wakefield, RI 02879 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Nathaniel J. Nazareth, Jr., Esquire
(Name of Agent)

8. 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 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>President</u>	<u>Saber Ahmadi</u>	<u>14 Woodruff Avenue, Narragansett, RI 02882</u>
<u>Vice President</u>	<u>Khalid Amri</u>	<u>14 Woodruff Avenue, Narragansett, RI 02882</u>
<u>Treasurer</u>	<u>Saber Ahmadi</u>	<u>same</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Saber Ahmadi</u>	<u>14 Woodruff Avenue, Narragansett, RI 02882</u>

10. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: October 20, 2003

Saber Ahmadi
Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Washington

In South Kingstown, on this 20th day of October, 2003, personally appeared before me Saber Ahmadi 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.

Brenda L Chace
Notary Public
My Commission Expires


5. continued

- (A) The owners of any shares of stock shall not sell or otherwise transfer any shares without first giving the corporation, by written offer directed to the President thereof, a right to repurchase such shares at the lowest price for which said shareholder is willing to sell or transfer the same. Upon receipt of such written notice the corporation may, within thirty (30) days, exercise its right of repurchase of all, or any part, of said shares by tendering full consideration therefor. In the event that the corporation declines to repurchase all or any part of said shares, the corporation shall assign its right of repurchase in said shares to the other common stock shareholders upon the same conditions, to be exercised within thirty (30) days of such assignment. Said right of repurchase may be waived by written instrument of the corporation and said other shareholders. All shares of stock issued shall contain the following notice, "Subject to right of repurchase as set forth in the Articles of Incorporation", or like language indicating restriction on transfer.
- (B) The shareholders alone shall have, by majority vote, the rights to authorize the issuance of new shares of stock and to authorize a split of existing stock, both on such terms and conditions as such shareholders deem appropriate.

6. continued

- (A) Upon majority vote of the shareholders and to the extent so authorized, the corporation may distribute to the shareholders cash or property of the corporation or declare a dividend out of the capital surplus of the corporation.
- (B) Any action which is required to be done by the shareholders at a meeting may be done without such meeting provided written consent of a majority of the shareholders is obtained, in accordance with §7-1.1-30.3 of the General Laws of Rhode Island.
- (C) There shall be no board of directors, but provision for such board of directors may be made by the by-laws at a future date. Unless otherwise specified, in these Articles or in the by-laws of the corporation, the powers of the board shall vest in the President of the corporation.