

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 02903-1335

Corp. I.D. #

88238

## BUSINESS CORPORATION

### 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 VIRGIN FOODIE, 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 operate, conduct, manage, maintain and carry on a restaurant and cafe with limited entertainment, including the sale of alcoholic beverages, to buy, or otherwise acquire, manufacture, sell, deal in and deal with, import, food and food products of every class and description, fresh, canned, preserved, or otherwise; and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds; to sell, a variety of quality takeout foods and other gourmet products. The foregoing purposes and activities will be interpreted as examples only and not as limitations and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

FILED

FEB 20 1996

By [Signature]  
156345

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

(a) *If only one class:* Total number of shares 1,000

(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.)

No par common - nonassessable

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.)

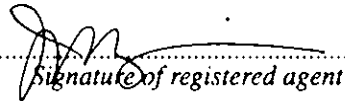
FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

In the event that any stockholders, the respective heirs, administrators, executors or assigns of any stockholders or any person or persons to whom title of any stockholder in stock of this corporation may devolve or pass by assignment for benefit of creditors, appointment of a Receiver, filing of a Petition in Bankruptcy 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 his 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. Within twenty (20) days after the receipt of any such notice the Board of Directors shall elect whether to accept such offer. If 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 in 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 such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon 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 at a price 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, but no such consent or waiver shall extend to other or subsequent instances.

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 50 Holden St. Suite 150, Providence, RI 02908 (add Zip Code) and the name of its initial registered agent at such address is: Joseph J. Recupero

  
Signature of registered agent

EIGHTH: 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 §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
Virginia A. Weston	47 Morgan Ave. Unit 71 Johnston, RI 02919

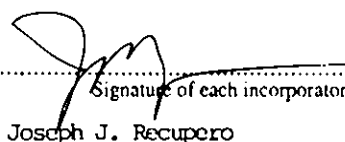
NINTH: The name and address of each incorporator is:

Name	Address
Joseph J. Recupero	50 Holden St. Suite 150, Prov., RI 02908

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

Upon the filing of these Articles.

Dated February 12, 1996

  
Signature of each incorporator  
Joseph J. Recupero

