

Corp. I.D.#

72139

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The Corporate Café, Inc.

The undersigned, acting as incorporator of a corporation under Chapter 7-1.1 of the Rhode Island General Laws, 1956, as amended, (which Chapter and references to sections thereof shall include, as the context permits, amendments thereto and future enactments in lieu thereof, and the corresponding sections of any such future enactments, and, which Chapter, as so amended or reenacted, may hereinafter sometimes be referred to as the "Act") adopts the following Articles of Incorporation for such corporation.

FIRST. The name of the corporation is The Corporate Café, Inc., a close corporation pursuant to 7-1.1-51 of the Rhode Island General Laws, 1956, as amended.

SECOND. The period of its duration is perpetual.

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

To own, operate, manage and generally to conduct a newsstand business, including merchandising and selling, at one or more locations, newspapers, magazines, greeting cards, stationery and other paper products, foods, beverages, tobacco products, goods, wares, and gift items of every kind and description; to buy, sell, process, prepare and deal in delicatessen food products, confections and other items for human consumption on the premises or to take out; to do and perform such other things as are ordinarily performed by those carrying on a similar business.

To engage in any lawful business, act or activity for which corporations may be incorporated under the Act.

The corporation shall have all powers authorized under the Act, including, without being limited to those set forth in Sections 7-1.1-4, 7-1.1-4.1 and 7-1.1-4.2 of the Act, to the fullest extent permitted by law.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is Eight Thousand (8,000) shares common stock, par value, One Dollar (\$1.00) per share.

FIFTH. Provisions dealing with the preemptive right of shareholders pursuant to Section 7.1.1-24 of the Rhode Island

General Laws, 1956, as amended:

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

SIXTH. Provisions for the regulation of the internal affairs of the corporation:

No director of the corporation (which term, for purposes of this paragraph, shall include shareholders, officers or other persons exercising any or all of the powers normally vested in a board of directors, as permitted under Section 7-1.1-51 of the Act) shall be personally liable to the corporation or its shareholders for monetary damages for breach of such person's duties as a director; provided that nothing herein contained shall be construed to eliminate or limit the liability of a director (i) for a breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for liability to the extent imposed pursuant to the provisions of Section 7-1.1-43 of the Act, or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Act). If under applicable law, now or in the future, corporate action is authorized permitting the corporation further to eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent so permitted. The corporation shall have the authority, by provisions in its bylaws or by duly authorized agreements with directors, officers, employees or agents of the corporation, to indemnify such persons from liability to the fullest extent permitted by applicable law from time to time in effect. Any repeal or modification of this provision by the corporation shall not adversely affect any right or protection of a director, officer, employee or agent of the corporation existing prior to such repeal or modification.

Action by shareholders without a meeting pursuant to Section 7-1.1-30.3 of the Act, and, in particular, action by less than all of the shareholders entitled to vote as provided in subsection (b) thereof, is hereby authorized.

The corporation is hereby authorized to make distributions to its shareholders out of its unreserved and unrestricted capital surplus in accordance with Section 7-1.1-41 of the Act.

SEVENTH. The address of the initial registered office of the corporation is 300 Plaza Center, 68 Cumberland Street, Woonsocket, Rhode Island 02895, and the name of its registered agent at such address is Charles S. Sokoloff.

Charles S. Sokoloff
Signature of Registered Agent

EIGHTH. Initially the corporation shall not have a board of directors, but the bylaws of the corporation may at any time in the future provide for a board of directors or may make any provision with respect thereto authorized by Section 7-1.1-51 of the Act. The names and addresses of the persons who are to serve as officers of the corporation until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Brian daLuz	One Marne Street Johnston, RI 02919
Vice President	Jeanne daLuz	One Marne Street Johnston, RI 02919
Secretary & Treasurer	Jeanne daLuz	One Marne Street Johnston, RI 02919

NINTH. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles S. Sokoloff	300 Plaza Center 68 Cumberland Street Woonsocket, RI 02895

TENTH. Corporate existence shall begin upon filing of these articles of incorporation.

Dated: April 13, 1993.

Charles S. Sokoloff

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Woonsocket, in said County and State, on this 13th day of April, 1993, then personally appeared before me Charles S. Sokoloff, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him subscribed, to be his free act and deed.

Peter T. Bouhain
Notary Public

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REC'D & FILED APR 13 1953

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