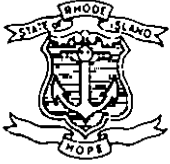


Filing Fee: \$150.00

ID Number: 181742



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)

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 THE GRIND, 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:

The retail business of selling coffee and related items for consumption on and off  
premises; to own, operate and manage a store and to own and/or lease real estate,  
buildings, structures, and all necessary machinery and appliances for the purpose  
of selling food and drinks and their by-products. To engage in any lawful act or  
activity that authorized corporations may be organized under the laws of the State of RI.

4. 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.):

NO PAR

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.):

No Par

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 Exhibit "A"

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By bmK

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

7. The address of the initial registered office of the corporation is 141 Phenix Avenue  
(Street Address, not P.O. Box)  
Cranston, RI 02920 and the name of its initial registered agent  
(City/Town) (Zip Code)  
at such address is Edward J. DiMartino, Jr., Esq., CPA  
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is None 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.)

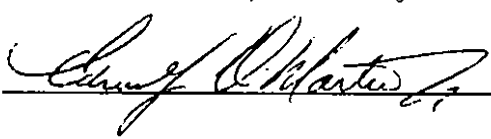
<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Dean Albanese</u>	<u>171 Alpine Estates Drive Cranston, RI 02921</u>
<u>V. President</u>	<u>Jessica Albanese</u>	<u>171 Alpine Estates Drive Cranston, RI 02921</u>
<u>Secretary</u>	<u>Jessica Albanese</u>	<u>171 Alpine Estates Drive Cranston, RI 02921</u>
<u>Treasurer</u>	<u>Dean Albanese</u>	<u>171 Alpine Estates Drive Cranston, RI 02921</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Edward J. DiMartino, Jr., Esq., CPA</u>	<u>141 Phenix Avenue, Cranston, RI 02920</u>

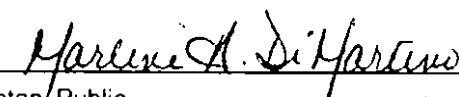
10. Date when corporate existence is to begin upon filing  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: December 13, 2001

  
\_\_\_\_\_  
Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Cranston, on this 13th day of December, 2001, personally  
appeared before me Edward J. DiMartino, Jr., Esq., CPA  
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: 6/18/05

#### EXHIBIT "A"

No stockholder shall transfer any of his or her capital stock without par value or otherwise, without first offering the same to the Corporation at the lowest price he or she is willing to sell the same, said offer to be in writing and to include at which a statement of the names and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his or her said offer is not accepted by the Corporation as hereinafter provided. Said offer and statement shall be addressed to the Corporation at its principal place of business. The Corporation through its stockholders shall have fifteen (15) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said fifteen (15) days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the Corporation shall reject said offer or if no action shall be taken by the Corporation prior to the expiration of said fifteen (15) days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three (3) months after the expiration of said fifteen (15) days, but not otherwise or thereafter without again complying with the provisions of the paragraph herein. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of the paragraphs herein. Any transfer contrary to the foregoing provisions shall be void. The Corporation by resolution of its stockholders may waive the foregoing provisions with respect to any particular transfer. This right of the first refusal does not apply to transfers among and between joint tenants with rights of survivorship.