

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

Corp. I.D. # 93443

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:

FIRST. The name of the corporation is ROMAN ENTERPRISES, INC.

(A close corporation pursuant to §7-1.1-5.1 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 conduct a restaurant business which includes the sale of alcohol, together with any and all consistent or inconsistent legal purpose therewith.

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

- (a) *If only one class:* Total number of shares 800 Shares No Par Value
(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 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 case any holder of shares of stock shall at any time desire to sell said shares of stock or any part thereof, he shall, before offering the same for sale to any other party, give notice in writing to the corporation of 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 45 days after the receipt of any such notice, the Board of Directors shall elect to purchase the shares so offered, and the secretary or treasurer or some other officer designated by the Board of Directors shall forthwith and within said 45 days deliver in person to such stockholder or mail by registered mail, postage prepaid, addressed to him at his usual post office address, or to his 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 of 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 so 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 thirty days after the expiration of said 45 days and at a price not less than the price at which it is offered to the corporation. The Directors may in particular instances consent to any such proposed sale, and may waive the corporation's right to purchase but no such consent to waiver shall extend to other or subsequent instances.

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

SEVENTH. The address of the initial registered office of the corporation is 1380 Atwood Avenue, Johnston, RI 02919 (add Zip Code) and the name of its initial registered agent at such address is: Joseph Brito, c/o The Roman Deli, 1380 Atwood Avenue, Johnston, RI 02919

Joseph D. Brito
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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
Vincent DiRaimo, Pres. & Sec.	51 Curry Road, Cranston, RI 02920
Joseph Brito, V-P & Treasurer	23 Rolling Woods Drive, Johnston, RI 02919

NINTH. The name and address of each incorporator is:

Name	Address
Vincent DiRaimo	51 Curry Road, Cranston, RI 02920
Joseph Brito	23 Rolling Woods Drive, Johnston, RI 02919

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

Dated 2/5, 1997, 2-5-97

✓ *Vincent D. Raimo*
Signature of each incorporator
Vincent DiRaimo

✓ *Joseph Brito*
Joseph Brito

STATE OF RHODE ISLAND

COUNTY OF Providence

In the ~~City~~ Town

of Johnston

in said county this 5 day of February, A.D. 1997

then personally appeared before me Vincent DiRaimo and Joseph Brito

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.

John C. Mann
Notary Public