

State of Rhode Island and Providence Plantations
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 Breakfast Nook, Inc., II

(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 a restaurant. All phases of the restaurant industry.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is: 1,000

(a) *If only one class:* Total number of shares 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.)

(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:

1. The shareholders shall not dispose of all or any part of their stock of the corporation, now owned or hereafter acquired by them, without the written consent of the other shareholders, or in the absence of such written consent, without first giving to the other shareholders and the corporation at least thirty (30) days written notice by certified mail of his or its intention to encumber or dispose of stock. The notice shall contain the price at which the shareholder is willing to dispose of the stock, the name and address of the person to whom the shareholder intends to transfer the stock if the offer is not accepted by the corporation. Within the thirty (30) day period, a special meeting of the shareholders shall be called by the corporation. At such meeting all the stock of the shareholder desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the corporation which option shall be exercised, if at all, at the time of such meeting. The shareholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering such offer. The purchase price by the corporation shall be at the lowest price at which the offering shareholder is willing to dispose of his or its stock, and such purchase price shall be payable in cash or by certified or bank check within sixty (60) days of the exercise of the option.
2. If all of the stock of the offering shareholder is not purchased by the corporation in accordance with the provisions of Section 1 of this Article Fifteen then the stock not so purchased shall be offered for sale and shall be subject to an option to purchase on the part of the other shareholders, which option, shall be exercised, if at all, at the time of the meeting of shareholders called pursuant to the provisions of Section 1. The purchase price and the payment of the purchase price shall be as provided in Section 1.

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 575 Kingstown Road, South Kingstown, R.I. 02879 (add Zip Code) and the name of its initial registered agent at such address is: Richard J. Seddon

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
Richard J. Seddon Pres., Sec.	2 C Caddy Rock Road, No. Kingstown, R.I.
Dianne M. Ingerson V. Pres, Treas.	2 C Caddy Rock Rd., No. Kingstown, R.I.

NINTH. The name and address of each incorporator is:

Name	Address
Richard J. Seddon	2 C Caddy Rock Rd, No. Kingstown, R.I.
Diane M. Ingerson	2 C Caddy Rock Rd, No. Kingstown, R.I.

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

Dated 8/10/88, 1988

Richard J. Seddon
Diane M. Ingerson

STATE OF RHODE ISLAND } In the City } of Johnston
COUNTY OF Providence } Town }

in said county this 12TH day of August, A.D. 1988

then personally appeared before me Richard J. Seddon & Diane M. Ingerson

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.

Richard J. Seddon
Notary Public

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85084
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RM

RECEIVED
SECRETARY OF STATE
CORRECTIONS DIV.
Aug 18 2 44 PM '88
2-2157 0168



TEL. 751-1184

MEMBER
NATIONAL ASSOCIATION OF ENROLLED AGENTS
NATIONAL SOCIETY OF PUBLIC ACCOUNTANTS

THOMAS J. FUOCO

PROFESSIONAL SERVICES RENDERED
COMPLETE TAX & BOOKKEEPING SERVICES

NOTARY PUBLIC

615 KILLINGLY STREET JOHNSTON, R. I. 02919

August 11, 1988

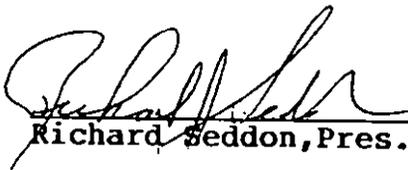
Secretary of State
Corporation Division

Re: Breakfast Nook, Inc., II

To Whom it May Concern;

I Richard Seddon of Breakfast Nook, Inc., give consent to
using th name; Breakfast Nook, Inc., II.

Sincerely,


Richard Seddon, Pres.

RS/kmf

08/11/88