

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. #

76251

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 CHELSEA'S, 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 A RESTAURANT AT RETAIL UNDER THE GENERAL LAWS OF RHODE ISLAND.

FILED

MAR 23 1994

By [Signature]
119437

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

(a) *If only one class:* Total number of shares100

(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.)

COMMON NO 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:

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 163 AQUIDNECK AVENUE, MIDDLETOWN, RI 02842 (add Zip Code) and the name of its initial registered agent at such address is: JOSEPH A. DANNIN

Joseph A. Dannin
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 4 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
GARY HOOKS	52 MAPLEWOOD RD., MIDDLETOWN, RI 02842
MARY HOOKS, VICE PRESIDENT	52 MAPLEWOOD RD., MIDDLETOWN, RI 02842
RICHARD RODRIQUES, PRESIDENT	19 ANNANDALE RD., NEWPORT, RI 02842
LEANNE RODRIQUES, SEC. & TREAS.	19 ANNANDALE RD., NEWPORT, RI 02842

NINTH. The name and address of each incorporator is:

Name	Address
GARY HOOKS	52 MAPLEWOOD RD., MIDDLETOWN, RI 02842
MARY HOOKS	52 MAPLEWOOD RD., MIDDLETOWN, RI 02842
RICHARD RODRIQUES	19 ANNANDALE RD., NEWPORT, RI 02842
LEANNE RODRIQUES	19 ANNANDALE RD., NEWPORT, RI 02842

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

APRIL 1, 1994

Dated MARCH 24TH, 1994

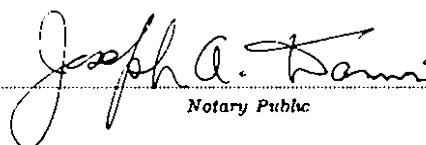
Leanne Rodriques
Signature of each incorporator
Richard B. Rodriques Jr.
Gary Hooks
Mary Hooks

STATE OF RHODE ISLAND } In the City
COUNTY OF NEWPORT } Town } of MIDDLETOWN

in said county this 24TH day of MARCH, A.D. 1994

then personally appeared before me GARY HOOKS, MARY HOOKS, RICHARD
RODRIQUES AND LEANNE RODRIQUES

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