

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. ID #

81362

**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 FRANCO BROS. 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 engage in any and all aspects of the restaurant and food service business.

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SEP 23 1994

BY 1659129341

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

(a) If only one class: Total number of shares 1,000

(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.)

all shares 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:

The corporation shall have the option, in case any stockholder desires to sell his stock, to purchase said stock at the lowest price at which said stockholder is willing to sell the same before such stock may be sold to any other party. Any stockholder, before making sale of any of his stock, shall give the corporation thirty (30) days notice in writing indicating the amount of stock he intends to sell. Such notice shall be sent by certified mail to the corporation at its principal office. At any time within thirty (30) days after receipt of such notice, this corporation shall have the right to purchase said stock and if the corporation shall not accept such offer, thence said stockholder may sell said stock, so offered to the corporation, to any other party but in no event at a price below that offered to the corporation.

SEVENTH. The address of the initial registered office of the corporation is 1062 Reservoir Avenue Cranston RI 02910 (add Zip Code) and the name of its initial registered agent at such address is: JOSEPH C MANERA JR. ESQUIRE

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is -0- 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                   |
|-----------------------------|---------------------------|
| PETER FRANCO PRESIDENT      | 50 MORGAN AVE JOHNSTON RI |
| PETER FRANCO VICE PRESIDENT | " " " " " " " " " " " "   |
| PETER FRANCO SECRETARY      | " " " " " " " " " " " "   |
| PETER FRANCO TREASURER      | " " " " " " " " " " " "   |

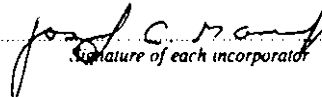
NINTH. The name and address of each incorporator is:

| Name                       | Address                        |
|----------------------------|--------------------------------|
| JOSEPH C MANERA JR ESQUIRE | 1062 RESERVOIR AVE CRANSTON RI |

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

immediately upon filing articles of incorporation

Dated SEPTEMBER 23, 19 94

  
Signature of each incorporator

STATE OF RHODE ISLAND } City  
COUNTY OF PROVIDENCE } In the ~~XXXXX~~ } of CRANSTON  
Town

in said county this 23<sup>rd</sup> day of SEPTEMBER, A.D. 19 94  
then personally appeared before me JOSEPH C. MANERA JR

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 Benner  
Notary Public