

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. # 899164

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 Chelo's Waterfront Bar & Grille, Inc.

(A close corporation pursuant to §7-1.1-5i 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 own and operate a restaurant and bar facility and any related purpose.

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CORPORATIONS DIVISION
PROVIDENCE, RI 02903

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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 2,000 no par common

(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:

See attached Exhibit A.

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 128 Dorrance Street, Suite 450, Providence, Rhode Island 02903 (add Zip Code) and the name of its initial registered agent at such address is: James A. Currier


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
Daryl Chelo, President	43 Westwood Road, Lincoln, R.I. 02865
Jay Chelo, Vice President	2221 Post Road, Warwick, R.I. 02886
Gary Chelo, Treasurer	45 Captain John Whitman Lane, North Kingstown, R.I. 02852
Pamela Chelo, Secretary	2525 Mendon Road, Cumberland, R.I. 02864

NINTH. The name and address of each incorporator is:

Name	Address
Paul J. Bogosian, Jr.	128 Dorrance Street, Suite 450 Providence, Rhode Island 02903

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

upon filing

Dated June 10, 19 96


Signature of each incorporator

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF Providence } ~~TOWN~~ }

in said county this 10th day of June, A.D. 1996

then personally appeared before me Paul J. Bogosian, 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.

Juan S. Aguirre
Notary Public

EXHIBIT "A"

Any stockholder, including heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer any stock of this corporation shall first offer such stock to the corporation at the lowest price at which such stockholder is willing to sell; provided, however, that the corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell said shares, and if the corporation shall decide to purchase said shares, said stockholder shall, upon the proper tender of the price thereof, transfer to the corporation his shares so sold, and if the corporation shall elect not to purchase said shares within thirty (30) days, such stockholder may at any time after the expiration of said thirty (30) days, sell such shares to any other party, but at not less than the price at which the same was offered to this corporation.

In the event the corporation shall elect not to purchase said shares or shall make no election after thirty (30) days, then said selling stockholder shall offer such stock to the other stockholders in such shares as their respective proportions may indicate, which offer shall be under the same terms and conditions as heretobefore stated, and subject to the stockholder or stockholders exercising his or her rights to purchase within thirty (30) days after the stockholder shall have notified him or them in writing of his desire to sell such shares, and such selling stockholder shall, upon the proper tender of the price thereof, transfer to the respective purchasing stockholder his shares so sold, and if the stockholder or stockholders shall elect not to purchase such shares within thirty (30) days, the selling stockholder may at any time after the expiration of said thirty (30) days sell such shares to any other party, but at no less than the price at which the same was offered to this corporation.

No shares of stock shall be assigned or transferred upon the books of the corporation until these provisions shall have been complied with, but the shareholders may at any particular time waive these requirements.

Chelo Beef Hearth

1330 MINERAL SPRING AVENUE
NORTH PROVIDENCE, RHODE ISLAND 02904
TEL. 724-7777

Locations:

505 Silver Spring Street
Providence, R. I. 02904

825 Newport Avenue
Pawtucket, R. I. 02861

1070 Mendon Road
Cumberland, R. I. 02864

1275 Reservoir Avenue
Cranston, R. I. 02920

490 Clinton Street
Woonsocket, R. I. 02895

2225 Post Road
Warwick, R. I. 02886

June 10, 1996

Secretary of State
100 North Main St.
Providence, R. I. 02903

Dear Secretary of State:

This letter is an authorization for the use of the Chelo name by Chelo's, Waterfront Bar & Grille, Inc. a new Corporation in the state of Rhode Island.

Chelo's Steak House, Inc.
Chelo's Beef Hearth of Cranston, Inc.
Chelo's of Woonsocket, Inc.
Chelo's of Warwick, Inc.
Beef Hearth Inc.
Beef Hearth of Providence, Inc.
Chelo's of East Providence, Inc.

Sincerely yours,



Louis J. Chelo