

Filing Fee \$150.00

Corp. I.D. # 91968

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Acacia Associates II, Inc.
(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended)

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) to keep and offer for sale beverages, including beer in cans, malt and vinous beverages, at retail, and deliver the same for consumption on the corporate premises at tables or a lunch bar where food is served; and

(b) to engage in any and all endeavors related directly or indirectly to a tavern keeper or victualling house; and

(c) to transact any other lawful activity or business in which corporations may be engaged under the Rhode Island Business Corporation Act, as in effect from time to time.

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By [Signature]
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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 4,000 common without par value.

(If the authorized shares are to consist of one class only, state the par value of such shares or statement that all of such shares are to be without par value.)

or

(a) 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 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 Section 7-1.1-24 of the General Laws, 1956, as amended:

None

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

A director of the corporation, if there be any, or a stockholder acting in a capacity of a director (hereinafter called a "director") will not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as amended. Any repeal or modification of the provisions of this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

SEVENTH: The address of the initial registered office of the corporation is One Park Row, Providence, Rhode Island 02903 and the name of its initial registered agent at such address is: Casby Harrison, III.



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 the shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to Section 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:

Not yet elected

NINTH: The name and address of each incorporator is:

Name:

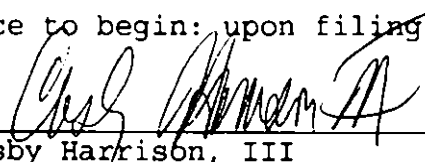
Address:

Casby Harrison, III

One Park Row, Providence, RI 02903

TENTH: Date when corporate existence to begin: upon filing.

Dated: October 24, 1996



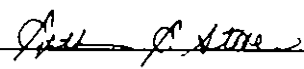
Casby Harrison, III

State of Rhode Island

} In the City of Providence

County of Providence

In said county this 24th day of October, A.D. 1996 then personally appeared before me Casby Harrison, III known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.



Notary Public

ACACIA ASSOCIATES

883 Eddy Street, Providence, Rhode Island 02905

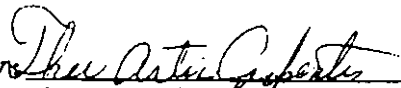
October , 1996

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Dear Sir or Madam:

Please be advised that the undersigned, a Rhode Island non-profit corporation, hereby consents to the use of the name Acacia Associates II, Inc. and the incorporation of a corporation by that name notwithstanding the fact that such name may be similar to the name of the undersigned.

ACACIA ASSOCIATES

By: 
Thee Artis Carpenter
President