



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

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:

1. The name of the corporation is ALI JACK, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

The operation of a restaurant and lounge and any other  
lawful purpose

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

(a) If only one class: Total number of shares 600 (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 Chapter 7-1.1 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.):

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

See Exhibit "A" attached hereto.

**FILED**

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By

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

The shareholders will conduct the business of the corporation

7. The address of the initial registered office of the corporation is 630 Putnam Pike,  
(Street)

Greenville, RI 02828 and the name of its initial registered agent at such address is  
(City/Town) (Zip Code)

Thomas E. Hefner, Esquire

8. The number of directors constituting the initial board of directors of the corporation is n/a 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

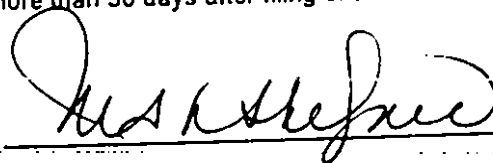
Title	Name	Address
Pres	James E. Belknap	37 Orchard Ave. Greenville, RI 02828
V. Pres	Diane M. Belknap	37 Orchard Ave. Greenville, RI 02828
Treas.	James E. Belknap	37 Orchard Ave. Greenville, RI 02828
Sec.	Diane M. Belknap	37 Orchard Ave. Greenville, RI 02828

9. The name and address of each incorporator is:

Name	Address
Thomas E. Hefner, Esquire	630 Putnam Pike, Greenville, RI 02828

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

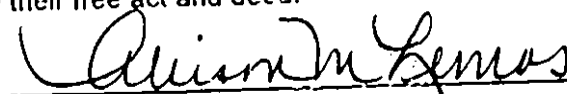
Dated November 5, 1997



Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Providence

In Smithfield, on this 5 day of November, 1997, personally appeared  
before me Thomas E. Hefner  
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  
My Commission Expires: January 18, 1998

No stockholder shall sell or transfer by sale or exchange, gift or otherwise, any of the capital stock of this corporation unless he shall first offer it to the other stockholders of the corporation at its book value on the next preceding annual statement of this company and in determining said book value, no value shall be placed on the good will of the corporation. Upon death or where a stockholder desires to transfer or sell any of the capital stock of this company, the stockholder, his trustee, executor, administrator, or other said person or persons representing said stockholder's interest in said shares, shall send a written notice addressed to each stockholder of the corporation, of his intention to dispose of his stock in the corporation or of such right to purchase the shares hereinafter mentioned, such notice shall be sent by registered mail, return receipt requested. The stockholder shall have thirty (30) days within which to buy all or any portion of the stock offered for sale or transfer or of said deceased shareholder, whichever the case may be, and shall signify their desire to purchase the same by an acceptance in writing sent to the offering stockholder by registered mail, return receipt requested. If at the end of thirty (30) days none of the stockholders to whom the stock is offered have signified their intention to purchase said stock or all or any part thereof, then the offerer shall be at liberty to make such sale or transfer of his stock as he may deem advisable.

#### EXHIBIT "A"