

State of Rhode Island and Providence Plantations
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 A. E. E. 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, operate, manage and conduct a general food service business, for all types of food and beverages; to buy, sell, all types of food and beverages, supplies, appliances, apparatus, machinery, and other articles necessary or convenient for use in connection with and in carrying on the said business or any part thereof, and to carry on the business of manufacturers and or dealers of food products and beverages, and all other personal property of every kind and description. The corporation shall also have the power to purchase, acquire, hold, lease, rent, sell, and convey in the state of Rhode Island and elsewhere in the United States such real estate or personal property as may be necessary or proper in connection with the business for which it is organized. To furnish all services in relation to the above and the purpose of engaging in any other business incidental to or in connection with said business, or any of them, and to transact any and all lawful business for which corporations may be incorporated under Rhode Island Business Corporation Act.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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.)

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 sale or transfer of stock held by any stockholder shall be subject to the following provisions:

A stockholder desiring to dispose of or transfer his stock, as forsaide, shall first offer such stock for sale to the Corporation at the lowest price at which he is willing to sell the same.. If for any reason the Corporation is unable to or fails to purchase such stock, such stock shall be offered to the other stockholders of record in proportion to the number of shares they hold for a period of thirty days prior to the accepted offering of the stock for sale, at a price not lower than which it was first offered to the Corporation..

If the remaining stockholders shall elect not to purchase said stock, the stockholder shall be at liberty to sell his stock to any other party at a price not less than the price at which it was first offered to the Corporation and the remaining stockholders.

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 2227 Mineral Spring Ave. No. Providence RI 02911 (add Zip Code) and the name of its initial registered agent at such address is: David F. Lucas

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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
Andrew E. Esposito	3 Cottage Street Lincoln RI 02865
Marilyn K. Esposito	147 Grandview Ave, Lincoln RI 02865

NINTH. The name and address of each incorporator is:

Name	Address
David F. Lucas	2227 Mineral Spring Ave. No. Providence RI 02911

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

December 3, 1990

Dated December 3, 1990

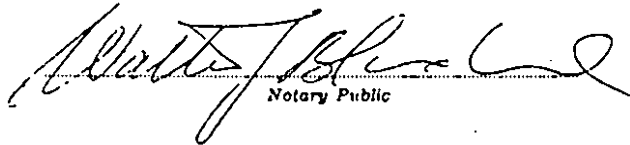


STATE OF RHODE ISLAND } ~~City~~
COUNTY OF Providence } In the Town } of North Providence

in said county this 3rd day of December, A.D. 1990

then personally appeared before me David F. Lucas

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

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION

DEC 17 2 50 PM '90

62691

5987

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
DEC 17 2 56 PM '90
51220
Rec'd & Filed DEC 12 1990