

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 EAST SIDE SERVICE CENTER, INC.

(A close corporation pursuant to §7-1.1-61 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:

1. To establish, maintain and engage in the business of gasoline stations. To import, buy, or otherwise acquire, own, hold, use, export, sell, or otherwise dispose of, gasoline, kerosene, diesel fuel, lubricating oils and greases, antifreezes, tires, batteries, and all other supplies and accessories necessary or convenient for servicing automobiles and other vehicles and automotive equipment, and generally to do all things customarily done by gasoline service stations, including, without limitation, servicing, repairing, lubricating, washing, waxing, and polishing automobiles and other vehicles.
2. To buy or lease real estate and erect thereon a building or buildings for the storage of automobiles, automobile trucks, and tractors, or to buy or lease a building or buildings for that purpose and to engage in the business of storing by the hour, day, week, month, or year automobiles, automobile trucks, and tractors. As

incidental to such business, to buy and sell accessories and supplies for automobiles, automobile trucks, and tractors and to repair and overhaul the same.

3. To design, manufacture, assemble, buy, sell, import, export, repair, reconstruct, overhaul, provide towing and wrecking service, provide storage service, exhibit, demonstrate, and generally deal in automobiles, trucks, tractors, motorcycles and all kinds of moving vehicles of every make; to generally deal in supplies and accessories for automobiles, trucks, motorcycles, tractors and all kinds of moving vehicles; to sell and generally deal in vending and related snack food supplies and items.
4. To engage in any other lawful purpose.

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 8,000 _

(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 of such shares to be without par value.

or

(b) *If more than one class:* Total number of shares _ _ _ _ _

(State (A) the number of the 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:

Any stockholder, including the 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 through its Board of Directors at no more than the book value of such stock as shown upon a financial statement of the corporation to be drawn as of the first of the month preceding the offer, provided, however, that the corporation shall exercise its right to purchase within 30 days after the stockholders shall have notified it in writing of their desire to sell said shares, and if the corporation shall decide to purchase said shares, such 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 30 days, then such stockholder may, at any time after the expiration of said 30 days, sell such shares to any other party; but, not at less than the price at which the same was offered to the corporation.

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 606 Hospital Trust Bldg., Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Terrance S. Martiesian

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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 §7-1.1-61 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
Mario Coletta - Pres., Treas.	45 Jane St., North Prov., RI
Domenic M. Coletta - Vice Pres.	45 Jane St., North Prov., RI
Valia Coletta - Secretary	45 Jane St., North Prov., RI

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Terrance S. Martiesian	81 Ninth St., Providence, RI

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

October 1, 1979

Dated September 27, 1979



