

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
PERGOM, 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:

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 600 shares common stock

(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 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:
In the event of the increase of the authorized common stock of the corporation, the holders of the common stock of the corporation, at that time outstanding, shall have the exclusive right to subscribe in proportion to their holdings for the common stock so to be issued.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:
In the event that any stockholder, or the respective heirs, administrators, executors, successors or assigns of any stockholder, or any person or persons to whom title of any stockholder in stock of this corporation may devolve or pass by assignment for the benefit of creditors, appointment of a receiver, filing of a petition in bankruptcy, or by operation of law or otherwise, shall desire to sell the whole or any portion of his stock of this corporation, he shall, before offering the same for sale to any other party, give notice in writing to the corporation of his desire to sell, and in such writing offer to sell the same to the corporation at the lowest price at which he is willing to sell said stock.

If within twenty (20) days after the receipt of any such notice the Board of Directors shall elect to purchase the shares so offered, the Secretary or Treasurer or some other officer designated by the Board of Directors, shall forthwith, and within said twenty (20) days deliver in person to such stockholder or mail by registered mail, postage prepaid addressed to him at his usual post office address as stated on the books of the corporation, a notice in writing, signed by the Secretary or Treasurer or such other officer of the election by the corporation to purchase such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold.

If such notice of election to purchase shall not be given within the time above limited, the stockholder shall be at liberty to sell his stock to any other party, provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price not less than the price at which it was offered to the corporation.

The directors may in particular instances consent to any such proposed sale thereby waiving the provisions of this Article Sixth provided, however, that no such consent or waiver shall extend to other or subsequent instances.

~~xxxxxxxxxx Resolutions (if any) for the regulation of the internal affairs of the corporation:~~

SEVENTH. The address of the initial registered office of the corporation is
1700 Cranston Street, Cranston, Rhode Island (add Zip Code) 02920
and the name of its initial registered agent at such address is:
R. Raymond Greco

EIGHTH. The number of directors constituting the initial board of directors of the corporation is two (2) 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
Raymond D. Perrotta	145 Sheffield Avenue, Pawtucket, R. I.
George R. Gomes	6680 Post Road, North Kingstown, R.I.

NINTH. The name and address of each incorporator is:

Name	Address
R. Raymond Greco	145 Wildflower Drive, Cranston, Rhode Isla
Doris Coletti	20 Greenbrier Road, Greenville, R.I.

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

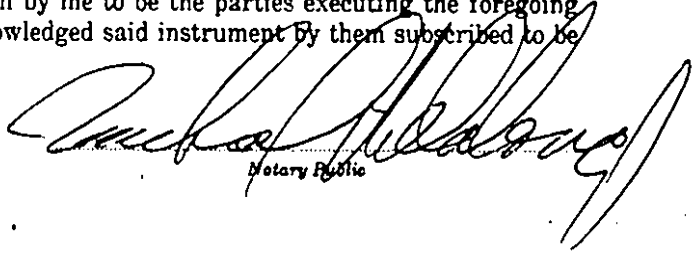
immediately upon filing

Dated October 24, 1977

R. Raymond Greco
Doris Coletti

STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the Town of Cranston
in said county this 24th day of October, A. D. 19 77
then personally appeared before me R. Raymond Greco and Doris Coletti

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

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To acquire by purchase, lease or otherwise and to own, operate and maintain a business for the purpose of being an area franchisee for Walt's Roast Beef, Inc. whether by means of one or more facilities and to grant franchise rights and licenses to various organizations and/or individuals operating within the area franchise under the name of Walt's Roast Beef or contract for conducting operating and maintaining a cafeteria, lunch dining room, diner, short order restaurant and selling and dispensing foods, beverages and liquids of all kinds and the buying and selling of such merchandise as may be necessary for the carrying on of said business as a franchisee of the corporation both intra or interstate, to do all of the foregoing and any and all activities necessary or desirable in connection with any of the foregoing, or in any way ancillary or related thereto and all other lawful purposes for which a corporation may be formed under the general laws of the State of Rhode Island (excepting banking and insurance).

To operate, conduct, establish and maintain a business devoted to the sale of restaurant supplies and restaurant supply equipment, both wholesale and retail and to engage in such other business in connection therewith and in the sale of such other commodities as may be advantageous to the corporation and as may be necessary and proper for conducting a franchising business and the carrying out of any and all activities necessary or desirable in connection with any of the foregoing or in any way ancillary or related thereto and all other purposes for which a corporation may be formed under the General Laws of the State of Rhode Island (excepting banking and insurance).