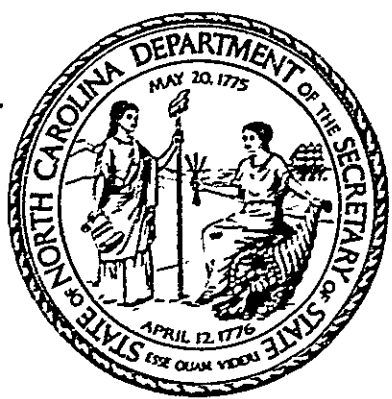




Mail H80 Box X

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State of North Carolina

Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

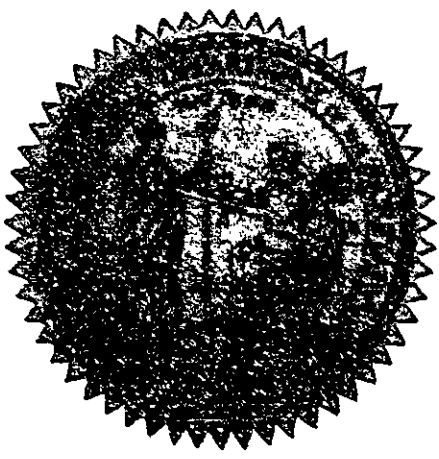
I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (2 sheets) to be a true copy of

ARTICLES OF INCORPORATION
OF
N & D CORPORATION

and the probates thereon, the original of which was filed in this office on the 28th day of March 19 88, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 28th day of March in the year of our Lord 19 88.



Thad Eure
Secretary of State

ARTICLES OF INCORPORATION
OF
N & D CORPORATION

I, the undersigned, a natural person of the age eighteen (18) years or more, do make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled, "BUSINESS CORPORATION ACT," and to that end do hereby set forth:

1. The name of the Corporation is N & D Corporation.
2. The period of duration of the Corporation shall be perpetual.
3. The purpose or purposes for which the Corporation is organized are:
 - (a) To engage in the restaurant business.
 - (b) To engage in any lawful act or activity for which a corporation may be organized under the BUSINESS CORPORATION ACT.
4. The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of Common Stock of one class of the par value of One Dollar (\$1.00) per share. Each outstanding share of Common Stock shall entitle the holder to one vote on each matter as to which said holder is entitled to vote under the BUSINESS CORPORATION ACT. No shares shall be entitled to be voted cumulatively except only in the event and to the extent that cumulative voting is specifically required by the BUSINESS CORPORATION ACT.
5. The minimum amount of consideration to be received for its shares and for which the Corporation shall commence business is One Hundred Dollars (\$100.00).
6. The address of the initial registered office of the Corporation is 215 Executive Park Boulevard, Post Office Drawer 25008, Winston-Salem, North Carolina 27114-5008, in the County of Forsyth, State of North Carolina, and the name of the initial registered agent at such address is House, Blanco & Osborn, P.A.
7. The number of Directors of the Corporation may be fixed by the By-Laws but shall not be less than three (3), except as permitted by North Carolina General Statutes § 55-25. The number of Directors constituting the initial Board of Directors shall be two (2) and the names and addresses of the individuals who will serve as the initial Directors until the first meeting of Shareholders, and until their successors are elected and qualified are:

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<u>Name</u>	<u>Address</u>
Richard J. Phillips	3598 Heathrow Drive Winston-Salem, NC 27107
Nancy A. Phillips	3598 Heathrow Drive Winston-Salem, NC 27107

8. The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
Lawrence U. McGee	215 Executive Park Boulevard P. O. Drawer 25008 Winston-Salem, NC 27114-5008

9. No shareholder or class of shareholders shall have any preemptive or related right to acquire additional or treasury shares of the Corporation, or any options, right or warrants for such shares, which may at any time be authorized, granted, issued, sold or offered for sale by the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 21st day of March, 1988.

INCORPORATOR:

Lawrence U. McGee

STATE OF NORTH CAROLINA :

COUNTY OF FORSYTH :

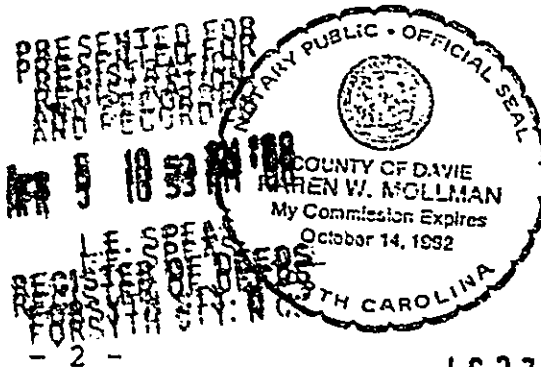
I, KAREN W. MOLLMAN, a Notary Public, do hereby certify that LAWRENCE U. MCGEE personally appeared before me this the 21st day of March, 1988, and acknowledged the due execution of the foregoing Articles of Incorporation.

Karen W. Mollman
Notary Public

My commission expires:

OCTOBER 14, 1992

C:AOI.N&D (km)



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9:00 pd KMC