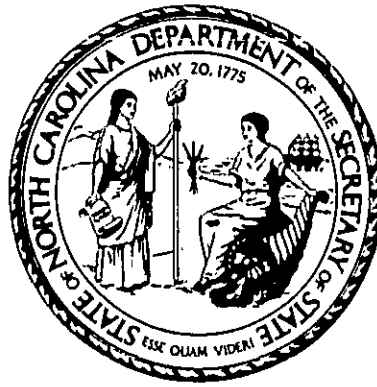


State of North Carolina



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 (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

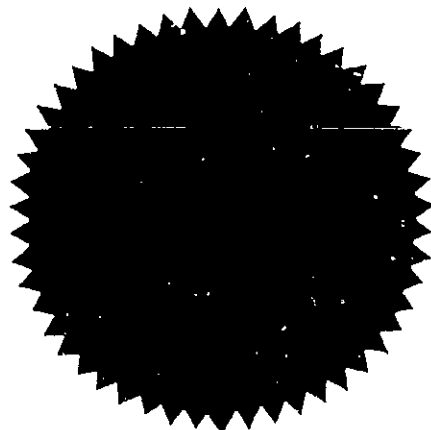
OF

C + A RESTAURANT CORPORATION

and the probates thereon, the original of which was filed in this office on the 22nd day of January 1979, 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 22nd day of January in the year of our Lord 1979



Secretary of State

By
Deputy Secretary of State

1262P0845

FILED
JAN 27 10 00 AM '69
SECRETARY OF STATE
NORTH CAROLINA

248652

ARTICLES OF INCORPORATION
OF

C + A Restaurant Corporation

This certifies that the undersigned does hereby organize a corporation under and by virtue of the laws of the State of North Carolina, and to that end, does hereby set forth:

1.

The name of the corporation is C + A Restaurant Corporation

2.

The period of duration of the corporation shall be perpetual.

3.

The purposes for which the corporation is organized are:

To operate a cafeteria, restaurant, or other eating establishment for the purpose of serving food and drink to the general public and otherwise to deal in the purchase, preparation and sale of foods on and off of the corporate premises; to conduct a catering operation or service at any time or from time to time; and otherwise to engage in the business of running or operating a retail or wholesale grocery, delicatessen or other food business of any nature whatsoever.

To purchase, lease, exchange, or otherwise deal in and acquire real estate, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage, and develop real estate; to erect all kinds of buildings on real estate owned, held, occupied or leased by the corporation; to lease or sublet real estate or any interest therein; and to convey, mortgage or otherwise alienate or dispose of any of such real estate and any interest therein.

To sell or buy, wholesale or retail, any legal alcoholic beverage, including but not limited to beer, non-fortified wine, fortified wine or any legal liquor for consumption on the premises of any business establishment of the corporation; to hold and apply for any necessary Alcoholic Beverage Control licenses or permits.

To purchase stocks or bonds of other corporations.

To purchase, lease, manufacture or otherwise acquire, any personal property deemed necessary or useful in or to the equipment, furnishing, improvement, development, leasing, or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to encumber, lease or dispose of any personal property at any time owned by or held by the corporation.

BOOK 1262 P 0846

Record of poor quality due to
condition of original document.

To buy or otherwise acquire any other enterprise to be carried on in connection with the corporation's business, together with good will, and any other rights, property or other assets pertaining thereto; and in connection therewith to assume or to guarantee the liabilities of any person, firm or corporation, and to pay for any such acquisition in cash, services, stock, debentures or other securities or obligations of the corporation.

To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of the corporation or of any corporation; to receive, collect and dispose of dividends, interests or other income on any such securities held by it; to issue bonds and secure the same by pledge or deed of trust upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof.

In furtherance and not in limitation of the privileges of this corporation, it shall be lawful to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, transfer, or in any manner dispose of, and deal and trade in, real estate, goods, wares, merchandise and property of any and every class and description, and in any part of the world; to conduct a business in any of the states, territories, colonies, or dependencies of the United States, and in the District of Columbia, to do any or all of the things herein set forth to the same extent as a natural person or persons might or could do in any part of the world, as principals, agents, contractors, trustees or otherwise, either alone or in company with others; to purchase, hold and reissue any of the shares of the capital stock of the corporation; and in general, to carry on any other incidental business in connection therewith not forbidden by the laws of the State of North Carolina, and with the powers conferred upon corporations of this character by the laws of the State of North Carolina.

To conduct any lawful business not forbidden by the laws of North Carolina.

4.

The corporation shall have authority to issue one hundred thousand (100,000) shares of common stock, having a par value of no par value.

5.

The minimum amount of the consideration to be received by the corporation before it shall commence business is \$100.00.

WPK 1262P0847

Record of poor quality due to
condition of original document.

To buy or otherwise acquire any other enterprise to be carried on in connection with the corporation's business, together with good will, and any other rights, property or other assets pertaining thereto; and in connection therewith to assume or to guarantee the liabilities of any person, firm or corporation, and to pay for any such acquisition in cash, services, stock, debentures or other securities or obligations of the corporation.

To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of the corporation or of any corporation; to receive, collect and dispose of dividends, interests or other income on any such securities held by it; to issue bonds and secure the same by pledge or deed of trust upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof.

In furtherance and not in limitation of the privileges of this corporation, it shall be lawful to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, transfer, or in any manner dispose of, and deal and trade in, real estate, goods, wares, merchandise and property of any and every class and description, and in any part of the world; to conduct a business in any of the states, territories, colonies, or dependencies of the United States, and in the District of Columbia, to do any or all of the things herein set forth to the same extent as a natural person or persons might or could do in any part of the world, as principals, agents, contractors, trustees or otherwise, either alone or in company with others; to purchase, hold and reissue any of the shares of the capital stock of the corporation; and in general, to carry on any other incidental business in connection therewith not forbidden by the laws of the State of North Carolina, and with the powers conferred upon corporations of this character by the laws of the State of North Carolina.

To conduct any lawful business not forbidden by the laws of North Carolina.

4.

The corporation shall have authority to issue one hundred thousand (100,000) shares of common stock, having a par value of no par value.

5.

The minimum amount of the consideration to be received by the corporation before it shall commence business is \$100.00.

BOOK 1262 P0847

6.

The address of the initial registered office of the corporation
is 3256 Arlington Drive, Winston-Salem, Forsyth County, North Carolina,
27106, and the registered agent of the corporation at such address is
Mr. Beniamino Centurino.

7.

The number of directors constituting the initial Board of Directors
of the corporation shall be two and the names and addresses of the individuals
who are to serve as directors until the first meeting of shareholders, or until
such successors be elected and qualify are as follows:

1. Mr. Beniamino Centurino, 2840 Laguna Avenue, Winston-Salem
North Carolina.
2. Mr. Anthony Ambrosio, Winston-Salem, North Carolina, 2840
Laguna Avenue.

8.

The name and address of the incorporator is:

Mr. Beniamino Centurino, 2840 Laguna Avenue, Winston-Salem, N.C.

IN WITNESS WHEREOF, the incorporator has hereunto set his
hand and seal, this 12 day of January, 1979.

Beniamino Centurino (SEAL)
BENIAMINO CENTURINO

NORTH CAROLINA)
)
FORSYTH COUNTY)

This is to certify that on the 12 day of January,
1979, before me, a notary public of the State of North Carolina, personally
appeared Beniamino Centurino, who I am satisfied, is the person named in
and who executed the foregoing Articles of Incorporation, and I, having first
made known to him the contents hereof, he did acknowledge the due execution
of the foregoing instrument.

WITNESS my hand and notarial seal, this the 12 day of

January, 1979.

Judith Ward
Notary Public

My Commission Expires:

August

PRESENTED FOR
REGISTRATION
AND RECORDED



OFFICIAL SEAL
Notary Public, North Carolina
County of Forsyth
JUDITH WARD
My commission expires Aug. 14, 1980

FEB 1 10 35 AM '79

Drawn By Judith Ward
REGISTER OF DEEDS
FORSYTH CTY. N.C.

BOOK 1262 P 0848

Record of poor quality due to
condition of original document.

6.

The address of the initial registered office of the corporation
if 3256 Arlington Drive, Winston-Salem, Forsyth County, North Carolina,
27106, and the registered agent of the corporation at such address is
Mr. Beniamino Centurino.

7.

The number of directors constituting the initial Board of Directors
of the corporation shall be two and the names and addresses of the individuals
who are to serve as directors until the first meeting of shareholders, or until
such successors be elected and qualify are as follows:

1. Mr. Beniamino Centurino, 2840 Laguna Avenue, Winston-Salem
North Carolina.
2. Mr. Anthony Ambrosio, Winston-Salem, North Carolina, 2840
Laguna Avenue.

8.

The name and address of the incorporator is:

Mr. Beniamino Centurino, 2840 Laguna Avenue, Winston-Salem, N.C.

IN WITNESS WHEREOF, the incorporator has hereunto set his
hand and seal, this 12 day of January, 1979.

Beniamino Centurino (SEAL)
BENIAMINO CENTURINO

NORTH CAROLINA)
)
FORSYTH COUNTY)

This is to certify that on the 12 day of January,
1979, before me, a notary public of the State of North Carolina, personally
appeared Beniamino Centurino, who I am satisfied, is the person named in
and who executed the foregoing Articles of Incorporation, and I, having first
made known to him the contents hereof, he did acknowledge the due execution
of the foregoing instrument.

WITNESS my hand and notarial seal, this the 12 day of

January, 1979.

Judith Ward
Notary Public

My Commission Expires:

August PRESENTED FOR
REGISTRATION
AND RECORDED
FEB 1 10 35 AM '79
OFFICIAL SEAL
Notary Public, North Carolina
County of Forsyth
JUDITH WARD
My commission expires Aug. 14, 1980

Drawn By James E. Elmer
REGISTER OF DEEDS
FORSYTH CTY. N.C.

BOOK 1262 P 0848

Record of poor quality due to
condition of original document.