

STATE OF OHIO
DEPARTMENT OF STATE



TED W. BROWN
SECRETARY OF STATE

E0327-0128
RECEIPT NO. 48317

DATE 10/06/77

505260
NUMBER

E327-0128 030

RECEIVED OF
OR FILED BY HARVEY E. TESSLER

THE SUM OF \$ 50.00 FOR FILING ARE OF

DRAGON GATE CHINESE RESTAURANT, INC.

RETURNED TO:
HARVEY E. TESSLER
1008 WILLIAMSON BLDG.
CLEVELAND, OH 44114

48317

ARE \$ 50.00

TOTAL FEE \$ 50.00

NAME:
DRAGON GATE CHINESE RESTAURANT, INC.



FD327-0129

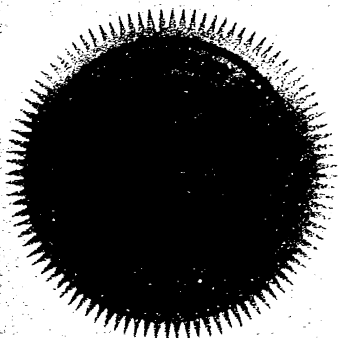
DEPARTMENT OF STATE

TED W. BROWN
Secretary of State

Certificate

505260

It is hereby Certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARE OF
DRAGON GATE CHINESE RESTAURANT, INC.

United States of America
STATE OF OHIO
Office of the Secretary of StateRecorded on Roll E327 at Frame 0130 of the
Records of Incorporation and Miscellaneous Filings.Witness my hand and the seal of the Secretary of State, at the City of
Columbus, Ohio, this 5TH day of OCTOBER, A. D. 1977TED W. BROWN
Secretary of State

FD-327-0130

ARTICLES OF INCORPORATION
OF
DRAGON GATE CHINESE RESTAURANT, Inc

APPROVED
Date 10-5-77
Amount 5000

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation for profit under the General Corporation Act of Ohio do hereby certify:

FIRST: The name of said corporation shall be DRAGON GATE CHINESE RESTAURANT, INC.

SECOND: The place in Ohio where its principal office is to be located is Parma, Cuyahoga County, Ohio.

THIRD: The purposes for which it is formed are:

1. To engage in the business of purchasing, acquiring, owning, selling, generally dealing in the retail sale to the public of Chinese and American food; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used for the production and servicing of the sale of Chinese and American food to the public.
2. To acquire, own, hold, use, lease, mortgage, pledge, exchange, and dispose of property of all kinds whether real, personal or mixed wheresoever situated including shares of stock, bonds, debentures, notes, scrip, securities, interests in real estate, evidences of indebtedness, contracts, obligations of any corporation, association, firm or individual.
3. To enter into, promote or conduct any kind of business, contract or undertaking, by itself or in combination with any person, firm or corporation, whether or not related to any other businesses, contracts, or undertakings in which the Corporation may then be engaged and for such purpose to acquire, take over and dispose of any or all of the stock, good will, or assets of any corporation, association, partnership, trustee, syndicate, combination, organization, firm, individual or other entity, domestic or foreign, to assume any or all of the rights and liabilities, guarantee or become surety for the performance of any or all of their obligations, and participate in any way in their affairs.

(Page 2)

4. To borrow money for any of the purposes of this Corporation and to issue bonds, debentures, notes and other obligations therefor and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation, either real, personal or mixed, or to issue bonds, debentures, without any such security.

5. To manufacture, purchase or otherwise acquire goods, wares, merchandise and personal property of every class and description and to hold, own, use, sell and otherwise dispose of, trade in and deal in and with the same.

6. To engage in business or businesses related to the purpose of this Corporation whether such business or businesses are to be located in the State of Ohio or elsewhere in the United States or in any foreign country not restricted for such purpose by the government of the United States of America.

7. To carry on any other business which the Corporation may deem convenient for the accomplishment of the purposes of this company or which may render profitable any of said company's property or rights.

8. In general to carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Ohio or in the United States of America.

FOURTH: The authorized number of shares of the Corporation is five hundred (500) which shall all be classified as Common Shares without Par Value.

FIFTH: The amount of stated capital with which the Corporation shall begin business in Five Hundred and no/100 Dollars (\$500.00).

SIXTH: The Corporation may purchase from time to time and to the extent of the surplus of the aggregate of its assets over the aggregate of its liabilities plus stated capital, shares of any class of stock issued by it. Such purchases may be made either in the open market or

(Page 3)

at a private or public sale, and in such manner and amounts, from such holder or holders of outstanding stock of the Corporation, and at such prices as the directors of the Corporation shall, from time to time, determine. The directors are hereby empowered to authorize such purchases, from time to time, without any vote of the holders of any class of shares now or hereafter authorized and outstanding at the time of any such purchase.

SEVENTH: A director or officer of the Corporation shall not be disqualified from dealing or contracting with the Corporation as vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract, or other act of the Corporation be void or voidable or in any way affected or invalidated by the fact that any director or officer or any firm in which such director or officer is a member, or any corporation of which such director or officer is a shareholder, director or officer is in any way interested in such transaction, contract, or other act, provided the fact that such director, officer, firm, or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof who shall be present at any meeting of the Board of Directors at which action upon any such transaction, contract, or other act shall be taken; nor shall any such director or officer be accountable or responsible to the Corporation for or in respect of any such transaction, contract, or other act of the Corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director or officer is interested in such transaction, contract, or other act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize or take action in respect of any such transaction, contract, or other act, and may vote thereat to authorize, ratify, or

(Page 4)

approve any such transaction, contract, or other act, which like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director or officer were not interested in such transaction, contract or other act. The said transaction, contract or action may also be authorized, ratified or approved by the written consent or by the vote at any stockholders' meeting by the the holders of record of the majority of the shares of stock present in person or by proxy thereat, at which meeting the vote of such interested director or officer may be counted in arriving at a majority, or in any other manner provided by law.

EIGHTH: The Corporation shall be authorized and empowered to effect a consolidation or merger, or sale of all or substantially all of its assets, or a dissolution by the affirmative vote of the holders of record of a majority of all the outstanding shares of stock of the Corporation entitled to vote on any such proposed action. Whenever under the laws of the State of Ohio, action is authorized or required to be taken by the shareholders of the corporation, such action shall be effected by the vote, consent or authorization of the holders of shares entitling them to exercise a majority of the voting power of the Corporation unless a greater proportion of votes is expressly required for any particular action by the laws of the State of Ohio.

NINTH: Any and every statute of the State of Ohio hereafter enacted whereby the rights, powers, or privileges of corporations or of the shareholders of corporation organized under the laws of the State of Ohio are increased or diminished or in any way affected, or whereby effect is given to the action taken by any number less than all of the shareholders of any such corporation, shall apply to the Corporation and shall be binding not only upon the Corporation, but upon every shareholder of the Corporation, to the same extent as if such statutes had been in force at the date of filing these original Articles of Incorpor-

(Page 5)

ation in the office of the Secretary of State of the State of Ohio.

TENTH: The directors of the Corporation may adopt regulations for the Corporation.

ELEVENTH: The Corporation shall indemnify a director or officer or a former director or officer of the Corporation or any person who may have served at its request as director or officer of another corporation in which its owns shares of stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceedings to which he is made a party by reason of being or having been such director or officer, and against all judgments which may be rendered against him, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any rights to which he may become entitled under the articles, the Regulations, any agreement, vote of shareholders, or otherwise.

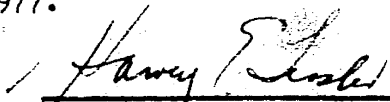
TWELFTH: The shareholders, at a meeting held for such purpose, may adopt a resolution of dissolution by the affirmative vote of the holders of shares entitling them to exercise one-half ($\frac{1}{2}$) of the voting power of the corporation on such proposal, provided only that notice of the meeting of the shareholders shall be given to all the shareholders whether or not entitled to vote thereat.

THIRTEENTH: The Articles of Incorporation may be amended at any time by a vote of the majority of the directors without shareholder approval to the extent permitted by law.

EQ127-0135

(Page 6)

IN WITNESS WHEREOF, I have hereunto subscribed my
name this 26th day of September, 1977.


HARVEY E. TESSLER

E0327-0136

Original Appointment of Agent

The undersigned, being at least a majority of the incorporators of DRAGON GATE
(Name of Corporation)

CHINESE RESTAURANT, INC.

hereby appoint HARVEY E. TESSLER
(Name of Agent)
a natural person resident in the county in which the corporation has its principal office, [REDACTED]

(Name of Corporation)

[REDACTED], upon whom any process, notice or demand
required or permitted by statute to be served upon the corporation may be served. His [REDACTED] complete

address is 1008 Williamson Building Cleveland
(Street or Avenue) (City or Village)

Cuyahoga County, Ohio.

DRAGON GATE CHINESE RESTAURANT, INC.

(Name of Corporation)

Harvey E. Tessler
HARVEY E. TESSLER

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Cleveland Ohio

September 12, 1977

DRAGON GATE CHINESE RESTAURANT, INC.

(Name of Corporation)

Gentlemen: I, It (strike out word not applicable) hereby accept(s) appointment as agent of
your corporation upon whom process, tax notices or demands may be served.

Harvey E. Tessler
(Signature of Agent or Name of Corporation)

By _____
(Signature of Officer Signing and Title)

10027-0137

HARVEY E. TESSLER

ATTORNEY AT LAW

1099 WILLIAMSON BUILDING
CLEVELAND, OHIO 44114

216/621-0833

October 3, 1977

Mr. James R. Marsh
Assistant Secretary of State
Corporate Division
Columbus, Ohio 43216

Re: Dragon Gate Chinese Restaurant, Inc.

Dear Mr. Marsh:

Enclosed is Original Appointment of Agent and Articles of Incorporation of Dragon Gate Chinese Restaurant as well as my check in the sum of \$50.00 for processing of same.

The requested corrections have been made. Thank you for your cooperation in this matter.

Very truly yours,

Harvey E. Tessler
Harvey E. Tessler

HET/cd
Enclosure

10027-0137