

2.
EC896-6558

purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

The purpose, along with the other above set forth specified purposes, is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 inclusive of the Revised Code.

The foregoing enumeration of purposes shall also be construed both as objects and powers and it is expressly provided that such enumeration of specific objects and powers shall in no way limit or restrict the powers of the corporation in any manner whatsoever.

FOURTH. The number of shares which the corporation is authorized to have outstanding shall be Seven Hundred Fifty (750) Common Shares, all of which shall be without par value.

FIFTH. The minimum amount of paid-in capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

SIXTH. The corporation reserves the right at any time, and from time to time, substantially to change its purposes in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting powers of the corporation now or hereafter required by statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the full cash value of his shares.

SEVENTH. This corporation shall have the power and authority, upon the affirmative vote of a simple majority of its Board of Directors, and without action by its shareholders, to purchase, hold, sell, transfer, reissue and cancel its own shares, provided it shall not use its funds or property for such purpose when such use would cause any impairment of its capital, and further provided, that shares of its own Capital Stock belonging to it and held as Treasury Shares shall not be voted, directly or indirectly.

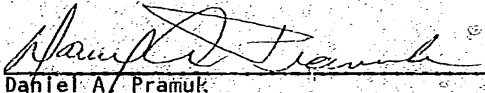
EIGHTH. At any time and from time to time, after the organization of the corporation, shares of its Capital Stock without par value may be issued, sold or subscribed for, for such consideration for each share and upon such other terms as may be fixed by the Board of Directors of the Corporation.

NINTH. No officer, director or shareholder of the corporation shall be disqualified by his office, membership or stock ownership from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or in any other similar or dissimilar capacity; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any such officer, director

3. EC890-7554

or shareholder of the corporation, any firm of which he may be a member or any other corporation of which he may be an officer, director or shareholder, is in any way interested in such transaction, contract or act, provided the interest of such officer, director or shareholder is disclosed to or known by the Board of Directors of the corporation, or such members thereof as shall be present at any meeting at which actions are taken upon any such transaction, contract or act. Neither shall such officer, director or shareholder be accountable or otherwise responsible to the corporation for or in connection with any such transaction, contract or act, or for any gains or profits realized by him by reason of the fact that he, any firm of which he is a member, or any other corporation of which he is an officer, director or shareholder, is interested in any such transaction, contract or act. Any such officer, director or shareholder, if he is a 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 upon any such transaction, contract or act, and he may vote at such meeting to authorize, adopt, ratify or approve any such transaction, contract or act to the same extent as if he, any firm of which he is a member, or any other corporation of which he is an officer, director or shareholder, were not interested in such transaction, contract or act.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 3rd day of April, 1981.


Daniel A. Pramuk
INCORPORATOR



10899-0555

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of S.R.O. RESTAURANT
(Name of Corporation)

COMPANY, hereby appoint David L. Simiele to be statutory agent
(Name of Agent)

upon whom any process, notice or demand required or permitted by statute to be served upon
the corporation may be served.

The complete address of the agent is: 526 Citizens Savings Building
(Street)

Canton, Stark County, Ohio 44702
(City or Village) (Zip Code)

Date: April 3, 1981

Daniel A. Pramuk
(Incorporator)

(Incorporator)

(Incorporator)

(Incorporator)

Instructions

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.04(C), 1702.04(C).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A); 1702.06(A).
- 3) The agent's complete street address must be given; a post office box number is not acceptable. R.C. 1701.07(C), 1702.06(C).
- 4) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B).

EC896-0856

LAW OFFICES

KRUGLIAK, WILKINS, GRIFFITHS & DOUGHERTY CO., L.P.A.

SAMUEL KRUGLIAK
E. STUART WILKINS
RAYMOND E. GRIFFITHS
RONALD W. DOUGHERTY
DAVID L. SINIELE
FRED J. HAUPT
JOHN G. HAAS
DANIEL A. PRAMUK
JOHN BOONIARD
MICHAEL A. THOMPSON

520 CITIZENS SAVINGS BUILDING
CENTRAL PLAZA SOUTH
CANTON, OHIO 44702

WARREN G. SMITH
OF COUNSEL

FREDERIC S. WILKINS
(6000-1078)

AREA CODE 210
TELEPHONE 450-2421

April 3, 1981

WILLIAM I. KOHN
THOMAS E. BARNES
JOSEPH E. TRESTER

CORRESPONDENCE

Anthony J. Celebrezze, Jr.
Secretary of State
30 East Broad Street
Columbus, Ohio 43216

RE: S.R.O. RESTAURANT COMPANY

Dear Sir:

Enclosed please find Articles of Incorporation and an Original Appointment of Statutory Agent form for the above-named corporation. Also enclosed is our check in the amount of \$75.00, which is the required filing fee.

Please file these documents upon your records and return certification of filing to our office in the enclosed self-addressed envelope provided for your convenience.

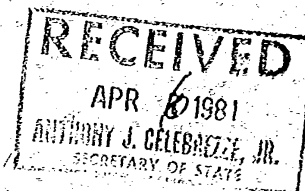
Should you have any questions regarding these documents, please contact the undersigned.

Very truly yours,

KRUGLIAK, WILKINS, GRIFFITHS & DOUGHERTY CO., L.P.A.

Daniel A. Pramuk
Daniel A. Pramuk

DAP:bw
Enclosures





State of Ohio
Department of State

Anthony J. Celebrezze, Jr.
Secretary of State

Date 4/10/81

Number 572389

Receipt No. 101519

E890-0550 101

Received of KRUGLIAK, WILKINS, GRIFFITHS ET AL
or filed by

E890-0550

The sum of \$ 75.00 for filing ARF of
S.R.O. RESTAURANT COMPANY

Returned to: 101519

KRUGLIAK, WILKINS, GRIFFITHS ET AL

ATT: D.A. PRAMUK

526 CITIZENS SAVINGS BLDG

CANTON, OH 44702

ARF \$ 75.00

Name:
S.R.O. RESTAURANT COMPANY

Total Fee: \$ 75.00



Department of State

The State of Ohio

E0890-0551

Anthony J. Celebrezze, Jr.
Secretary of State

572389

Certificate

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: ARF

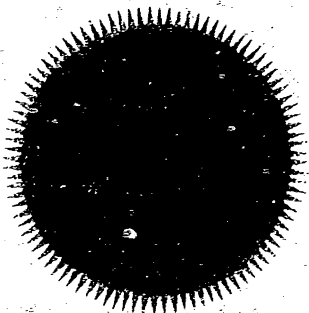
of:

S.R.O. RESTAURANT COMPANY

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll E 890 at Frame 0552 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 6TH day of APRIL,
A.D. 1981.



Anthony J. Celebrezze, Jr.
Anthony J. Celebrezze, Jr.
Secretary of State

Er 890-1552

Corporation for Profit

Unclassified Shares
Without Par Value

ARTICLES OF INCORPORATION

OF

S.R.O. RESTAURANT COMPANY

APPROVED
4-6-81
7500

The undersigned, who is a citizen of the United States, desiring to form a corporation for profit, under the General Corporation Act of Ohio, does hereby certify:

FIRST. The name of said Corporation shall be S.R.O. RESTAURANT COMPANY.

SECOND. The place in Ohio where its principal office is to be located is the City of Canton, Stark County.

THIRD. The purpose or purposes for which it is formed are:

To carry on generally the business of owning, managing and operating restaurants, cafeterias, lunchrooms, take-home food establishments, drive-in food establishments and other eating places, and doing any and all things necessary or incident thereto.

In connection with the foregoing, to manufacture, market or prepare for market, any article or thing which the corporation uses in connection with its business.

To acquire by purchase, lease, exchange, or otherwise, to own, hold, use, manage, develop, plat, mortgage, invest in and to sell, lease, mortgage, exchange, and otherwise deal in real estate and any interest or right therein.

To manufacture, purchase or otherwise acquire, sell, assign, transfer, lease, exchange or otherwise dispose of, and to invest, trade, deal in or deal with goods, wares and merchandise and personal property, of every class and description.

To apply for, obtain, purchase, take licenses in respect of or otherwise acquire, and to hold, own, use, grant licenses in respect of, manufacture under, sell, assign, mortgage, pledge or otherwise dispose of; any and all inventions, devices, processes and any improvements and modifications thereof; and any and all letters patent of the United States or of any other country, state, territory or locality, and all rights connected therewith or appertaining thereunto; any and all copyrights granted by the United States or any other country, state, territory or locality; and any and all trademarks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory, or locality.

Each purpose specified in any clause or paragraph contained in this Article Third shall be deemed to be independent of all other