DOC ID ----> H550_0073

DOC ID ----> H550_0073

H550-0074

The State of Ohio

Bob Taft

Secretary of State

839841

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:

RESTAURANT TEA SERVICE OF CLEVELAND INC.

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

Recorded on Roll H550 at Frame 0075 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 3RD day of MARCH A.D. 1993.

Bob Taft

Bob Taft
Secretary of State

DOC ID ----> H550_0073

APPROVED
By.....
Date.....3/3/93
Amount.....$100 —
930205112 0 1

ARTICLES OF INCORPORATION

H0550-0073

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The undersigned, being a citizen of the United States, desirous of forming a corporation for profit, under the General Corporation Act of Ohio, does hereby certify:

FIRST: The name of the corporation shall be Restaurant Tea Service of Cleveland Inc.

SECOND: The place in Ohio where its principal office is in the city of Cleveland , County of Cuyahoga State of Ohio.

THIRD: The purpose for which it is formed is to engage in any lawful activity for which corporations may be formed under Sections 1701.01 to 1701.98 of the Ohio Revised Code.

To acquire by purchase or otherwise, and to own, hol, sell, convey, lease, morgage or encumber real estate or other property; to subdivide, plat, improve and develop lands for the purpose of sale or otherwise, and to do and preform all things needful and lawful for the development and improvement of real estate for residence, tradse and business purposes; and in general to do all things necessary or incidental to the conduct of said business; and

To guarantee, purchase or otherwise acquire, hold own, sell, deal in, transfer, morgage, pledge or otherwise dispose of shares of the capital stocks, bonds, or other evidences of indebtedness, or other securities created by other corporations, certificates of ownership, commercial paper, bills of lading, warehouse receipts or other evidence of ownership, as owner, factor, and privileges of ownership, including the right to vote theron, to the same extent as a natural person might or could do; to create, operate and manage investments, trusts, including the right to issue or cause to be issued, ga\uarentee, buy, sell, and deal in certificates or beneficial ownership issued against the representing depository or trustee, and to do all things necessary or incidental to the foregoing purposes; and

To guarantee, purchase or otherwise acquire, hold, sell assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock, bonds, or other evidence of indebtedness created by othe corporations and while the holder of such stock, to exercise all rights and privileges of ownership, including the right to vote theron, to the same extent as a natural person might or could do; and

DOC ID ----> H550_0073

To borrow money for any purpose of this corpoation, and to issue bond, debentrures, notes and other obligations therfore, and to secure the same by pledge or morgage of the whole or part of the property of this corporation or to issue bond, debentures, stocks, notes or other obligations weithout any such security; and

To acquire the good will, rights and property and to undertake the whole or anby part of the assets and liablities, of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds, or otherwise;; to hold in any manner to dispose of the whole or any part of any business so acquired and to exercise all powers necessary or convenient in and about the conduct and management of such business.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Ohio, and the objects and purposes herin set forth, itis expressly provided that this corporation shall also have the following powers, to-wit:

To sue and be sued, to contract and be contracted within its corporate name;

To adopt, use and at will, alter, a common seal;

To purchase, acquire, guarantee, hold or dipose of the shares, bonds, and other evidences of indebtedness or contracts of any corporation, domestic or foreign;

To carry on any or all of its operations and business, and to promote its objects within the State of Ohio, or elsewhere without restrictions as to the place or amount.

To do any or all of the things herein set forth to the same extent as a natural person might or could do.

FORTH: The maximun number of shares which the corporation is authorized to have outstanding is One Thousand (1000) shares, all of which shall be common shares without par value.

FIFTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the shareholder or shareholders; provided further that the shares of its own capital stock belonged to this corporation shall not be voted directly or indirectly.

DOC ID ----> H550_0073

SIXTH: The common stock of the corporation may not be sold or transfered, execpt when originally issued and except as provided herin to anyone other than the corporation or stockholder therof; such stock must first be offered to the corporation, at the price in equal amounts to the remaining shareholder therof; if the remaining shareholder is unwilling or unable to purchase his equal share, then any shareholder may buy such additional amount. Only after such stock is offered at said price to the corporation and to the remaining shareholders therof, may such holder sell or transfer such stock at said price to anyone other than the corporation or a shareholder.

No holder of shares in the corporation shall have any preemptive right to subscribe for or to purchase any shares of the corporation of any class whether such shares or such classes be now or therafter authorized.

SEVENTH: A director or officer of the corporation shall not e be disqualified by his office from dealing or contracting with the corporation, as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affect or invalidated by reason of the fact that such director or officer, or any firm which such director or officer is a shareholder, director, or officer is in any way interested in such transaction, contract, or act provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shallbe known to the Board of Directors ar which action upon any such contract, transaction or 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 gains of 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, officer, or director, is interested in such transaction, contract or act and 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 contract, transaction or act and may vote therat to authorize , ratify or approve any such contract, transaction or act with like force and effect as though he or any firm of which he is a member, or any corporacion of which he is a shareholder, officer or director, were not interested in such transaction, contract or act.

EEIGHTH: The amount of capital with which the corporation shall begin business shall be not less than Five Hundred Dollars. (500.00)

IN WITNESS WHEROF, I have hereunto subcribed my name, this 2 day of February 1993.

Richard J. Silvestri, Incorporator

DOC ID ----> H550_0073

H0550-0078

ORIGINAL APPOINTMENT OF AGENT

OHIO CORPORATION

Section 1701.07 Revised Code

The undersigned, being at least a majority of the incorporators of Restaurant Tea Service of Cleveland Inc. hereby appoint Joseph P. Deinhart to be statutory 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:

527 Crescent Dr.
Willowick, OH 44095

Richard J. Silvestro
Incorporator

Gentlemen: I, hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served. This 2 day of February, 1993.

Joseph P. Deinhart
Agent


SILVESTRO & ASSOCIATES
30841 EUCLID AVE.
WILLOUGHBY, OHIO 44094
CORRESPONDENCE
SECRETARY of STATE
STATE OFFICE TOWER
30 EAST BROAD ST 14TH FLOOR
COLUMBUS, OHIO 43266-0418