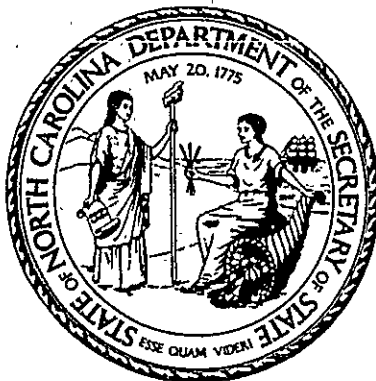


Return to:
Mr. W. O. Sandridge, Jr.
Womble, Crane, Sandridge & Rice
P. O. Drawer 84
Winston-Salem, N.C. 27102



State of North Carolina



Department
of the
Secretary of State

35

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 (4 sheets) to be a true copy of

ARTICLES OF INCORPORATION

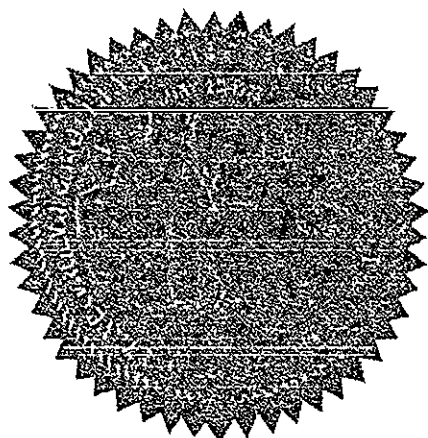
OF

K & W CAFETERIA OF CROSSROADS MALL, INC.

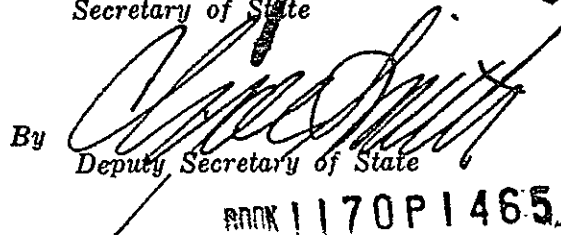
and the probates thereon, the original of which was filed in this office on the 7th day of April, 19⁷⁶, after having been found to conform to law.

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

Done in Office, at Raleigh, this 7th day of April in the year of our Lord 19⁷⁶.



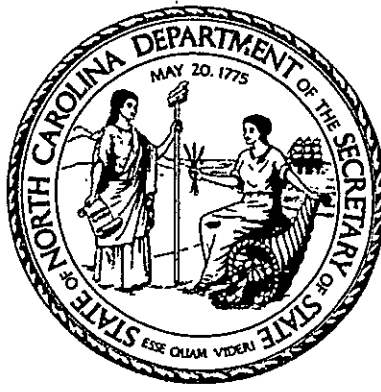

Secretary of State

By 
Deputy Secretary of State
R00K 1170P1465

Return to:
Mr. W. D. Sandridge, Jr.
Wombles, Carriage, Sandridge & Kees
P.O. Drawer 84
Winston-Salem, N.C. 27102



State of North Carolina



Department
of the
Secretary of State

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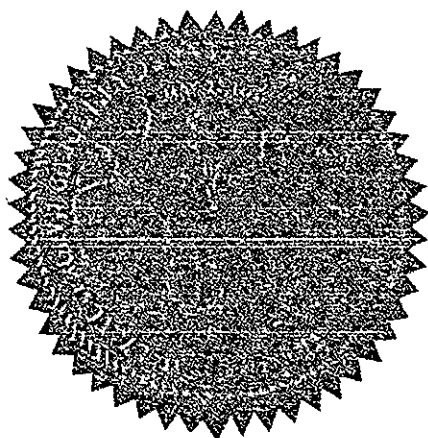
OF

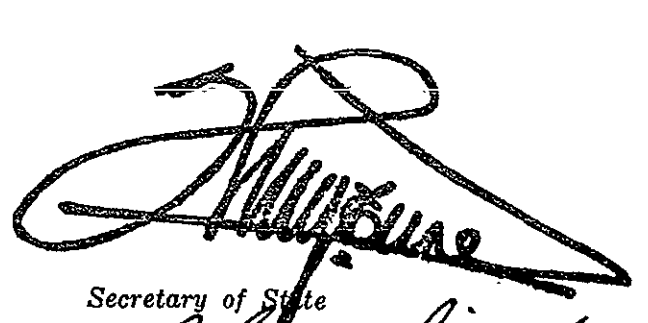
K & W CAFETERIA OF CROSSROADS MALL, INC.

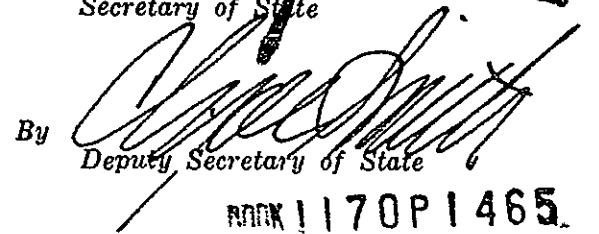
and the probates thereon, the original of which was
filed in this office on the 7th day of April, 1976,
after having been found to conform to law.

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

Done in Office, at Raleigh, this 7th day
of April in the year of our Lord 1976.




Secretary of State

By 
Deputy Secretary of State

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ARTICLES OF INCORPORATION

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

OF

K & W CAFETERIA OF CROSSROADS MALL, INC.

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

1.

The name of the corporation is K & W Cafeteria of Crossroads Mall, Inc.

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 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 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

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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.

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.

To borrow and lend money and negotiate loans, to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same.

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.

4.

The corporation shall have authority to issue one thousand (1,000) shares of common stock, having a par value of One Hundred Dollars (\$100.00) per share.

5.

The sale of three (3) shares at One Hundred Dollars (\$100.00) per share shall be the minimum amount of the consideration for its shares to be received by the corporation before it shall commence business.

6.

The address of the initial registered office of the corporation is 712 Coliseum Drive, Winston-Salem, Forsyth County, North Carolina, 27106, and the registered agent of the corporation at such address is Mr. G. T. Allred, Sr.

7.

The number of directors constituting the initial Board of Directors of the corporation shall be three (3) 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:

G. T. Allred, Sr., Route 1, Bethania Road,
Winston-Salem, North Carolina

Vivian Allred, Route 1, Bethania Road, Winston-
Salem, North Carolina

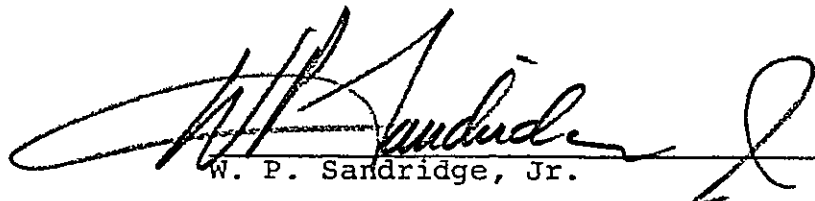
Grady Allred, Jr., Route 2, Box 98, High Point,
North Carolina

8.

The name and address of the incorporator is:

William P. Sandridge, Jr., 2400 Wachovia Building, Main
Street between Third and Fourth Streets, Post Office Drawer
84, Winston-Salem, North Carolina 27102

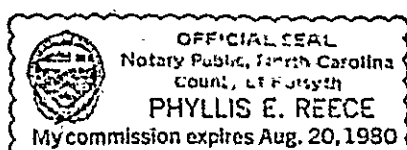
IN WITNESS WHEREOF, the incorporator has hereunto
set his hand and seal, this 6 day of April,
1976.

 (SEAL)
W. P. Sandridge, Jr.

NORTH CAROLINA)
)
FORSYTH COUNTY)

Personally appeared before me, Phyllis E. Reece,
a Notary Public in and for the State and County aforesaid, W. P.
Sandridge, Jr., who was personally known to me to be the person
he represented himself to be, and for himself, acknowledged the
due execution of the foregoing ARTICLES OF INCORPORATION to be
his own act and deed for the purposes therein set forth.

WITNESS my hand and notarial seal the 6th day of
April, 1976.




Notary Public

My commission expires:

August 20, 1980

PRESENTED FOR
REGISTRATION
AND RECORDED

APR 13 12 10 PM '76

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY. N.C.
7629 RB

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