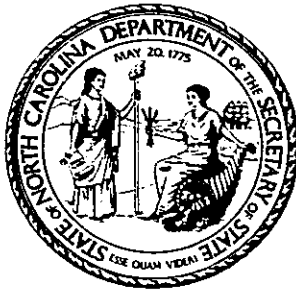


✓ 3

State of North Carolina



Mail: James J. Booker, atty
Suite 305, NCNB Plaza
W-S 27101

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 (2 sheets) to be a true copy of

ARTICLES OF INCORPORATION

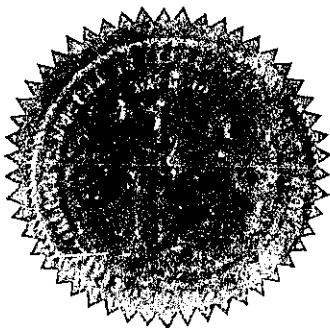
OF

G & A INCORPORATED

and the probates thereon, the original of which was
filed in this office on the 14th day of May 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 14th day
of May in the year of our Lord 1979



Secretary of State

By
Deputy Secretary of State

BOOK 1271P1255

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FILED

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ARTICLES OF INCORPORATION
G & A INCORPORATED

SECRETARY THE undersigned, being of the age of eighteen years or
NORTH CAROLINA hereby make and acknowledge these Articles of
Incorporation for the purpose of forming a business corporation
under and by virtue of the State of North Carolina.

1. The name of the corporation is G & A Incorporated.
2. The period of duration of the corporation is perpetual.
3. The purposes for which the corporation is organized are:
 - a. To engage in the business of owning and operating a restaurant; and
 - b. To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.
4. The corporation shall have authority to issue one hundred thousand shares with a par value of one dollar (\$1.00).
5. The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is One Dollar (\$1.00) in cash or property of equivalent value.
6. The shareholders of the corporation shall have no preemptive right to acquire additional or treasury shares of the corporation.
7. The address of the initial registered office of the corporation in the State of North Carolina is 4430 Bridal Path Lane, Winston-Salem, Forsyth County, North Carolina, 27103, and the name of its initial registered agent at such address is George M. Agha.
8. The number of directors constituting the initial board of directors shall be two (2); and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders, or until their successors be elected and qualify, are:

George M. Agha
4430 Bridal Path Lane
Winston-Salem, North Carolina 27103

Alex M. Agha
144 Motor Road
Winston-Salem, North Carolina 27105

9. The names and addresses of the incorporators are:

George M. Agha
4430 Bridal Path Lane
Winston-Salem, North Carolina 27103

Alex M. Agha
144 Motor Road
Winston-Salem, North Carolina 27105

IN WITNESS WHEREOF, we have hereunto set our hands
and seals this the 11th day of May, 1979.

15 George M. Agha
George M. Agha

15 Alex M. Agha
Alex M. Agha

STATE OF NORTH CAROLINA }
COUNTY OF FORSYTH }

I, 15 Patricia M. Callison, notary public
of Forsyth County, North Carolina, do hereby certify
that George M. Agha and Alex M. Agha personally appeared
before me this 11th day of May, 1979, and acknowledged
the due execution of the foregoing Articles of Incorporation.

15 Patricia M. Callison
Notary Public

My Commission Expires:



page 2

PRESENTED FOR
REGISTRATION
AND RECORDED

MAY 18 9 18 AM '79

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

AMS #57

BOOK 127 BP 1257