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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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CORPORATIONS DIV
2009 MAY -5 AM 11:55

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Dave's Marketplace Management, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 1000 @ \$1.00 par value

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 24 Salt Pond Road, Suite C-3

(Street Address, not P.O. Box)

Wakefield

, RI

02879

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is A. Harry Cesario

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

FILED

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By md

11:55

29-88663

- None

24 Salt Pond Road, Suite C-3, Wakefield, RI 02879

- Signature of each Incorporator



Corporate Office
1000 Division Street, Suite 20 • East Greenwich, RI 02818
(401) 885-1191 Fax: (401) 885-4091

April 30, 2009

R.I. Secretary of State
Corporations Division
148 West River Street
Providence, RI 02904-2615

Dear Sir/Madam:

I, David A. Cesario, a resident of the Town of North Kingstown and State of Rhode Island, hereby declare that I am the principal officer and sole stockholder of the following corporations:

1. Dave's Fruitland of Warwick, Inc.
2. DAVE'S FRUITLAND INCORPORATED.
3. DAVE'S MARKETPLACE OF NORTH KINGSTOWN, INC.
4. DAVE'S MARKETPLACE OF AIRPORT ROAD, WARWICK, INC.
5. Dave's Marketplace of Wickford, Inc.
5. Dave's Marketplace of Cumberland, Inc.
6. Dave's Marketplace East Greenwich Square, Inc.
7. Dave's Marketplace of Coventry, Inc.
8. Dave's Gourmet Fruit Gift Baskets, USA, Inc.
9. Dave's Marketplace of Quonset, Inc.
10. Dave's Marketplace of Smithfield, Inc.

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As such, I give permission for the filing with the Rhode Island Secretary of State's Office a corporation with the name: Dave's Marketplace Management, Inc. I intend to be the principal owner and stockholder of this corporation also.

A handwritten signature in black ink, appearing to read "David A. Cesario".

David A. Cesario, President



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

