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ID Number: 000058391



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

ARTICLES OF MERGER OR CONSOLIDATION INTO

PARK DONUTS, INC.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
SEE ATTACHED EXHIBIT	CORPORATION	RHODE ISLAND
PARK DONUTS, INC.	CORPORATION	RHODE ISLAND

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

- c. The full name of the surviving or new entity is PARK DONUTS, INC.

which is to be governed by the laws of the state of RHODE ISLAND

- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

- e. If the surviving entity's name has been amended via the merger, please state the new name:

NOT APPLICABLE

- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State.

NOT APPLICABLE

- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing UPON FILING

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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By

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

- i) The name of the subsidiary corporation ^{are} ~~is~~ SS NORTH SMITHFIELD DONUTS, INC., SS QUAKER DONUTS, INC., SS TIOGUE DONUTS, INC. and SS WEST RIVER DONUTS, INC.
- ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) JANUARY 1, 2009

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

PARK DONUTS, INC. _____
Print Entity Name

By: [Signature] _____
Name of person signing Vice President
Title of person signing

By: James T. Lynch SEE ATTACHED LIST FOR OTHER SIGNATURES _____
Name of person signing Title of person signing

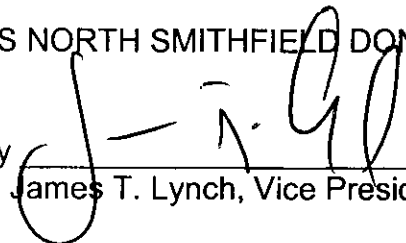
Print Entity Name

By: _____
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

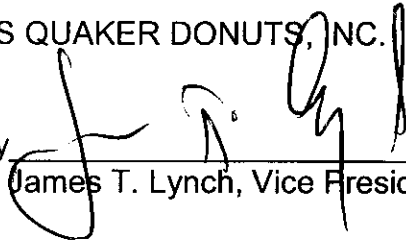
SS NORTH SMITHFIELD DONUTS, INC.

By


James T. Lynch, Vice President

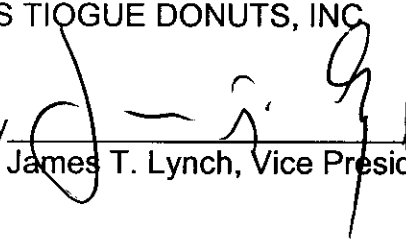
SS QUAKER DONUTS, INC.

By


James T. Lynch, Vice President

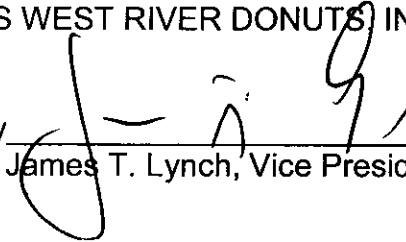
SS TIOGUE DONUTS, INC.

By


James T. Lynch, Vice President

SS WEST RIVER DONUTS, INC.

By


James T. Lynch, Vice President

**AGREEMENT AND PLAN OF LIQUIDATION
BY STATUTORY MERGER**

THIS AGREEMENT AND PLAN OF LIQUIDATION BY STATUTORY MERGER is made and entered into as of January 1, 2009 by and among PARK DONUTS, INC. ("Park"), a corporation organized and existing under the laws of the State of Rhode Island (Park being hereinafter sometimes referred to as the "Surviving Corporation") and SS NORTH SMITHFIELD DONUTS, INC., SS QUAKER DONUTS, INC., SS TIOGUE DONUTS, INC. and SS WEST RIVER DONUTS, INC., all corporations organized and existing under the laws of the State of Rhode Island (hereinafter collectively referred to as "SS Corporations" and the SS Corporations being hereinafter sometimes referred to as the "Merging Corporations"), said SS Corporations and Park being hereinafter sometimes referred to collectively as the "Constituent Corporations");

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that SS Corporations be merged with and into Park, with Park being the Surviving Corporation, under and pursuant to the Laws of the State of Rhode Island and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

**ARTICLE I
MERGER**

1.1 SS Corporations shall be merged with and into Park in accordance with the provisions of Section 7-1.2-1004 of the Rhode Island General Laws, as amended. The separate corporate existence of SS Corporations shall thereby cease and Park shall be the Surviving Corporation.

1.2 The name of the Surviving Corporation after the merger shall be "Park Donuts, Inc.".

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporations shall cease. Except as herein otherwise specifically set forth, from the after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporations, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporations, and all debts due on whatever account to it, including all causes in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and invested in the Surviving Corporation without further act or deeds; and all such property, rates, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporations shall be

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thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporations.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Rhode Island Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such Corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or actual proceeding pending by or against either of such corporations may be prosecuted to judgment as of this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in the place of the Merging Corporations. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

Terms and Conditions of the Merger

The terms and conditions of the Merger shall be as follows:

2.1 The Merger shall be deemed to be effective as of January 1, 2009 or at such date as required under the Rhode Island Business Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time".

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and to take all further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement.

2.3 As soon as practicable, the Constituent Corporations shall file (or cause to be filed), pursuant to Section 7-1.2-1003 of the Rhode Island General Laws, as amended, Articles of Merger with the Secretary of State of the State of Rhode Island.

ARTICLE III
Charter and Bylaws; Directors and Officers

3.1 The Articles of Incorporation of Park, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of Park, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Directors and officers of Park immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Rhode Island and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV
Conversion of Shares

4.1 The manner of converting shares of Capital Stock of Park and the SS Corporations in the merger shall be as follows:

(a) No conversion will occur with respect to shares of Common Stock of Park issued and outstanding immediately prior to the Effective Time. Each share of Common Stock of Park issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding shares of Common Stock of Park on the Effective Time and thereafter.

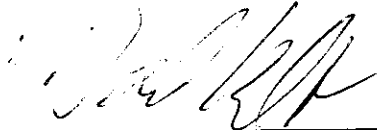
(b) Upon the effectiveness of the merger, all shares of Common Stock of the SS Corporations, by virtue of the merger and without any action on the part of the holders thereof, shall no longer be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shall thereafter cease to have any rights with respect to such shares.

ARTICLE V
Miscellaneous

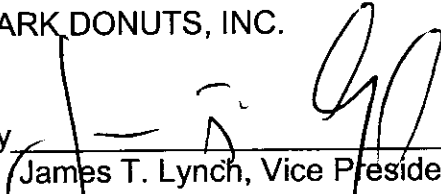
5.1 This Agreement and Plan embodies the entire Agreement between the parties thereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.


ATTEST:


Secretary

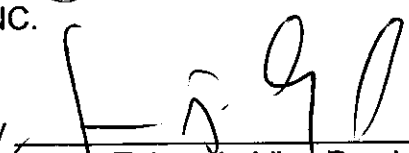
PARK DONUTS, INC.

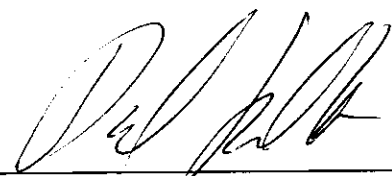
By 
James T. Lynch, Vice President

ATTEST:

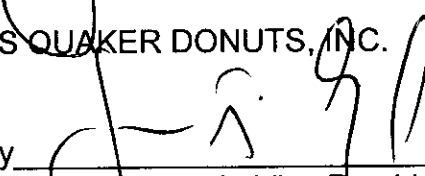

Secretary

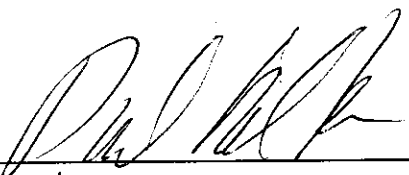
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By 
James T. Lynch, Vice President

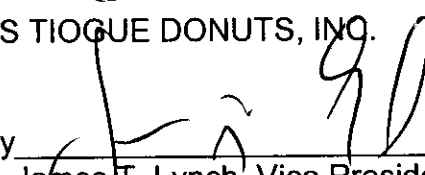

Secretary

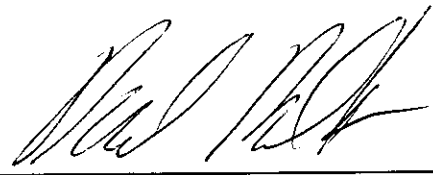
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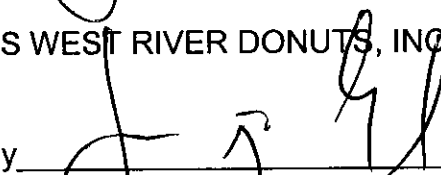

Secretary

SS TIOGUE DONUTS, INC.

By 
James T. Lynch, Vice President


Secretary

SS WEST RIVER DONUTS, INC.

By 
James T. Lynch, Vice 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

