

Filing and License Fee: \$230.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615
www.sos.ri.gov

2010 OCT -6 10:02

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 FB MALL, INCORPORATED

(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 the authority to issue is:

(a) If only one class: Total number of shares 1000

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:

70 Jefferson Boulevard

(Street Address, not P.O. Box)

Wawick

(City/Town)

, RI 02886

(Zip Code)

and the name of its initial registered agent at

such address is Kathleen M. Hagerty, Esquire

(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.

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6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

1. See Exhibit A attached hereto with respect to pre-emptive rights

2. The corporation will be treated as a Sub-Chapter S corporation for income tax purposes.

7. The name and address of each incorporator is:

Name

Address

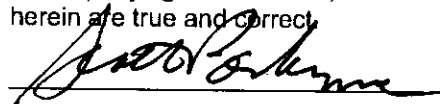
Scott Parker

59 Fairmount Drive, East Greenwich, RI 02818

8. These Articles of Incorporation 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 _____

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

Date: September 27, 2010



Signature of each Incorporator

EXHIBIT A

Any shareholder, including the heirs, assigns, executors or administrators of a deceased shareholder, desiring to sell or transfer such shares owned by him or them, shall first offer it to the corporation in the manner following:

He shall notify the corporation of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer. The corporation shall within thirty (30) days thereafter either accept or reject the offer, but if at the expiration of thirty (30) days the corporation shall not have exercised the right to purchase, the owner of such shares shall be at liberty to dispose of the same at a price not less than that offered to the corporation. No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the shareholders may in any particular instance waive this requirement.

All unissued or treasury shares or securities convertible into shares shall first be offered to the shareholders by the corporation in the manner above provided.