

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

12-3187 FC

Corporate ID.....10245..... Annual Report for the year.....1988

FIRST: The name of the corporation is.....E S M, LTD.....

SECOND: It is incorporated under the laws of.....Rhode Island.....

THIRD: Character of business, briefly stated, is....."convenience" store - so called for the sale
of food and food stuffs, groceries, cigarettes, State of Rhode Island lottery
tickets or such other items.....

FOURTH: If foreign corporation, address of its principal office.....N/A.....

FIFTH: Business address in Rhode Island.....1620 West Main Road, Portsmouth, Rhode Island 02871.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director
.....	Director
.....	Director
Edmund E. Sullivan	President	34 Redwood Road, Portsmouth, Rhode Island
Mary Anne Sullivan	Vice President	34 Redwood Road, Portsmouth, Rhode Island
Mary Anne Sullivan	Secretary	34 Redwood Road, Portsmouth, Rhode Island
Robert M. Silva	Asst. Secretary	1100 Aquidneck Avenue, Middletown, Rhode Island
Edmund E. Sullivan	Treasurer	34 Redwood Road, Portsmouth, Rhode Island

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	None	No par

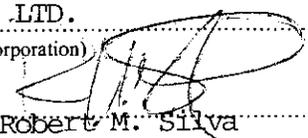
EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
200	Common	None	No par

PAID
MAR 23 1988
SECRETARY OF STATE

Dated February 24 19 88

E S M, LTD.
(Name of Corporation)

By.....
Robert M. Silva
Assistant Secretary

Title.....

(Report must be signed by an officer)