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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

BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Dave's Marketplace of Smithfield, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on November 29, 2012, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

See attached

3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

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

FILED

Date: 11-29-2012

DEC 03 2012

BY

0184661

12:17

David A. Cesario, President

Type or Print Name of Authorized Officer

**ATTACHMENT TO ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
DAVE'S MARKETPLACE OF SMITHFIELD, INC.**

1. That Article FOURTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is Six Hundred (600) shares of common stock, with \$1.00 par value, of which (a) Six (6) shares shall be designated as Class A Common Stock, with \$1.00 par value (the "Class A Common Stock") and (b) Five Hundred Ninety-four (594) shares shall be designated as Class B Common Stock, with \$1.00 par value (the "Class B Common Stock").

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock, shall be as follows:

Except as otherwise required by law, the voting power for the election of officers, directors, and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock, and holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be identical, share for share."

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SECRETARY OF STATE  
CORPORATE SERVICES DIV.

2. That Article FIFTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

"Pursuant to §7-1.2-613 of Rhode Island General Laws, (1956) as amended, Stockholders shall have no pre-emptive rights."

3. That Article SIXTH of the Articles of Incorporation be deleted in its entirety and the following be substituted in lieu thereof:

"(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, §7-1.2-707(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws, 1956, as amended, §7-1.2-811; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws, 1956, as amended, §7-1.2-807.1)."

4. That upon the effective date and time of the amendment (the "Effective Time"), all shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, shares of Class A Common Stock and Class B Common Stock on the following basis: Each share of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, one hundredth (.01) share of Class A Common Stock and ninety-nine hundredths (.99) shares of Class B Common Stock.

The effect of such amendment shall not reduce the Corporation's stated capital.



# 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*

