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 CORPORATIONS DIV

2016 JUN 21 PM 4:03

Articles of Incorporation
 DOMESTIC Business Corporation

→ Filing Fee: \$230.00 minimum

The undersigned acting as incorporator(s) of the corporation under RIGL 7-1.2, adopt(s) the following Articles of Incorporation for such corporation:

| | | |
|---|---------------------------|---|
| 1. The name of the corporation is: SOPHIE'S BREW HOUSE INC. | | |
| Is this a close corporation pursuant to RIGL 7-1.2-1701 of the General Laws, 1956, as amended? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| 2. The total number of shares which the corporation has the authority to issue is: (Unless otherwise stated, all authorized shares are deemed to have a nominal or par value of \$0.01 per share.) | | |
| Total Authorized Shares (Number of Shares) | Class of Stock | Par Value Per Share |
| 600 | | |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| If you desire, you may include a statement of all or any of the designations and the power, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them which are permitted by the provisions of RIGL 7-1.2. State any provisions here (optional): | | |
| | | Check the box to indicate an attachment. <input type="checkbox"/> |
| 3. The name and address of the initial registered agent/office in Rhode Island is: | | |
| Agent Name PAMELA LIMA MACHON | | |
| Street Address (NOT a P.O. Box) 158 GLEN ROCK ROAD | | |
| City/Town EXETER | State RHODE ISLAND | Zip Code 02822 |
| 4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with RIGL 7-1.2. | | |

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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

Check the box to indicate an attachment.

6. The name and address of each incorporator is:

| | | |
|------------------------------|------------------------------------|--------------------------|
| Name <i>PAMELA MACHON</i> | Address <i>158-41en Rock RD</i> | |
| City/Town <i>EXETER</i> | State <i>RI</i> | Zip Code <i>02822</i> |
| Name | Address | |
| City/Town | State | Zip Code |
| Name | Address | |
| City/Town | State | Zip Code |

7. Date when these Articles of Incorporation will be effective: CHECK ONLY ONE BOX

Date received (Upon filing)

Later effective date (Date must be no more than 90 days from the day of 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.

| | |
|---|------------------------|
| Type or Print Name of Incorporator PAMELA LIMA MACHON | Date 6/21/16 |
| Signature of Incorporator <i>[Signature]</i> | SIGN DOCUMENT HERE |
| Type or Print Name of Incorporator | Date |
| Signature of Incorporator | SIGN DOCUMENT HERE |
| Type or Print Name of Incorporator | Date |
| Signature of Incorporator | SIGN DOCUMENT HERE |



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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 handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

