

Filing Fee: \$150.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. # 90805

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ...Spring..Street..Market..Inc.....

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) PERPETUAL.....

THIRD: The purpose or purposes for which the corporation is organized are:

To conduct and Carry on the business of selling:

- i) food products at retail and wholesale prices
ii) ready made and prepared foods;
iii) baked goods; and
iv) generally to do everything done by those engaged in similar line of business; and to do such other things as are incidental, proper or necessary to the operation of the business.

FILED

AUG 8 1996

By [Signature] #55
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CORPORATIONS DIVISION
STATE OF RHODE ISLAND

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 400 common.....

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

no par value

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

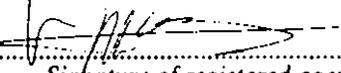
none

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

In the event of the increase of the authorized common stock of the corporation, the holders of the common stock of the corporation, at that time outstanding, shall have exclusive right to subscribe in proportion to their holdings for the common stock so to be issued.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH: The address of the initial registered office of the corporation isOne Spring Street, Hope Valley, RI 02832..... (add Zip Code) and the name of its initial registered agent at such address is:Boutros Malko.....

X 
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is8..... and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Boutros Malko, President.....	119 Summit St., Central Falls, RI 02863
Mahmoud Eissa, Vice President.....	PO Box 143, Wyoming, RI 02898.....
Ana Malko, Secretary.....	119 Summit St., Central Falls, RI 02863
Peter Malko, Treasurer.....	119 Summit St., Central Falls, RI 02863
.....
.....

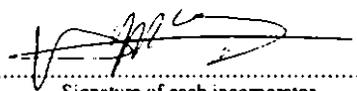
NINTH: The name and address of each incorporator is:

Name	Address
Boutros Malko.....	119 Summit St., Central Falls, RI 02863
.....
.....
.....
.....

TENTH: Date when corporate existence to begin (not more than 30 days after filing filing of these articles of incorporation):

.....Upon the filing of The Articles of Incorporation.....

Dated X AUGUST 8, 19 96.....

X 
Signature of each incorporator

STATE OF RHODE ISLAND

COUNTY OF KENT

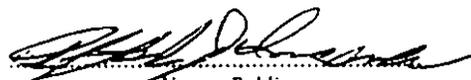
In the ^{City} Town

of WARWICK

in said County this EIGHT (8) day of AUGUST, A.D. 1996

then personally appeared before me BOUTROS MALKO

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.


Notary Public