

Filing Fee: \$150.00

ID Number: 118610



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is SWEENEY'S PACKAGE STORE, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To buy, or otherwise acquire, import, export, sell, distribute, and deal
in any and all kinds of alcoholic and spirituous liquores and all types
of beverage without limit, together with all kinds of foods, food products,
and natural products, and without restricting the generality of the
foregoing, and to engage in any lawful activity within the purposes for

4. The aggregate number of shares which the corporation shall have authority to issue is: the State of Rhode Island

(a) *If only one class:* Total number of shares 100 (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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

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

FILED

MAY 23 2001

By ACT 43
264055

10. 11. 24 | 07 AM
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

SEE EXHIBIT A ATTACHED

7. The address of the initial registered office of the corporation is 133 Old Tower Hill Road,
Wakefield, RI 02879 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Stephen B. Kenyon
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is One (1) 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Michael W. Sweeney</u>	<u>120 River Heights Dr., Wakefield, RI</u>
<u>Secretary</u>	<u>Michael W. Sweeney</u>	<u>120 River Heights Dr., Wakefield, RI</u>
<u>Treasurer</u>	<u>Michael W. Sweeney</u>	<u>120 River Heights Dr., Wakefield, RI</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Stephen B. Kenyon</u>	<u>133 Old Tower Hill Road, Wakefield, RI</u> <u>02879</u>

10. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: May 22, 2001



Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF WASHINGTON

In S. Kingstown, on this 22nd day of May, 2001, personally appeared before me Stephen B. Kenyon, 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.

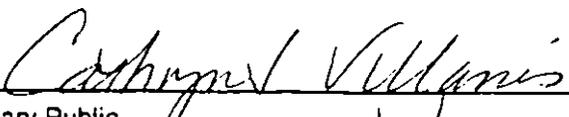

Notary Public
My Commission Expires: 3/11/02

EXHIBIT A

Any action--excepting actions pursuant to Section 7-1.1-67, 7-1.1-70.1, or 7-1.1-72 of the Rhode Island General Laws--required or permitted to be taken at a meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt notice of such actions shall be given to all shareholders who would have been entitled to vote upon such action if a meeting of shareholders were present.

The corporation may be dissolved at any time upon an affirmative vote of the holders of 50 percent or more of the shares of the corporation.

The sale, transfer or other disposition of shares in the corporation is restricted in accordance with the provisions of the By-Laws of the corporation.