

State of Rhode Island and Providence Plantations

BUSINESS CORPORATION

ORIGINAL 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 FOUR R MANAGEMENT CORPORATION

(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:

For the purchase, sale, development and leasing of real property and personal property, and further for the manufacture, distribution, wholesaling or retailing of foodstuffs, breads and bakery items, and all other activities incidental thereto.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued; complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money, and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares 600 COMMON, NO PAR VALUE

(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.)

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.)

RESTRICTION ON TRANSFER OF SHARES: No shareholder shall during his lifetime encumber or dispose of any portion or all of his stock interest in the corporation except that if a stockholder should desire to dispose of any of his stock in the corporation during his lifetime, he shall first offer to sell all of his stock to the corporation. Any shares not purchased by the corporation within sixty (60) days after receipt of such offer in writing shall be offered at the same price to the other stockholders, each of whom shall have the right to purchase such portion of the remaining stock offered for sale as the number of shares owned by all the other stockholders excluding the selling stockholders, provided, however, that if any stockholder does not purchase his full proportionate share of the stock, the balance of the stock may be purchased by the other stockholders equally. If the stock is not purchased by the corporation within sixty (60) days or the remaining stockholders within the sixty (60) day period after the receipt of the offer to them, then the stockholder desiring to sell his stock may sell it to any other person.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

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

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 is 72 SOUTH MAIN STREET, PROVIDENCE, RHODE ISLAND 02903 (add Zip Code) and the name of its initial registered agent at such address is: JOHN D. BIAFORE, ESQUIRE

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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: **(Not Yet Elected)**

(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.)

<i>Name</i>	<i>Address</i>
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.....
.....
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.....
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NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
ALAN J. GOLDMAN	87 WINDWARD LANE, BRISTOL, RI
JOHN D. BIAFORE	32 HARBOUR TERRACE, CRANSTON, RI
.....
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.....
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.....
.....
.....
.....

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

STATE OF RHODE ISLAND } In the City } of PROVIDENCE
COUNTY OF PROVIDENCE } ~~PROV~~ }
in said county this 13th day of MARCH, A.D. 1981.
then personally appeared before me ALAN J. GOLDMAN and JOHN D. BIAFORE

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.

Lyndee M. Collins
Notary Public

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State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

BAGELS EAST OF CRANSTON, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is
.....BAGELS EAST OF CRANSTON, INC.

SECOND: The shareholders of the corporation on.....January 3....., 1989,
in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended,
adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

That the name of the corporation shall be changed from
BAGELS EAST OF CRANSTON, INC. to BAGELS EAST, INC., and
that all business of the corporation shall henceforth be
transacted under the name of BAGELS EAST, INC.

MR

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was -200-; and the number of shares voted against such amendment was -0-.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

None

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

Dated Jan. 9, 1989

BAGELS EAST OF CRANSTON, INC.

By Ralph F. Racca
RALPH F. RACCA President
and John D. Biafore
JOHN D. BIAFORE Secretary

STATE OF RHODE ISLAND

COUNTY OF

} Sc.

At Providence..... in said county on this 20th day of
January....., 19 89 personally appeared before me ... Ralph F.
Racca....., who, being by me first duly sworn, declared that he is the
President..... of BAGELS EAST OF CRANSTON, INC.....

that he signed the foregoing document as President..... of the
corporation, and that the statements therein contained are true.

Brenda Reynolds
Notary Public

Brenda Reynolds

(NOTARIAL SEAL)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
JAN 20 12 51 PM '89

JA#7
Rec'd & Filed JAN 20 1989
13771

0067

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL 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 BAGELS EAST OF CRANSTON, 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:

For the purchase, sale, development and leasing of real property and personal property, and further for the manufacture, distribution, wholesaling or retailing of foodstuffs, breads and bakery items, and all other activities incidental thereto.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of this

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

(a) *If only one class:* Total number of shares 600 COMMON, NO PAR VALUE

(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.)

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.)

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No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

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

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 is
70-72 South Main Street, Providence, RI 02903 (add Zip Code)
and the name of its initial registered agent at such address is:
JOHN D. BIAFORE, ESQUIRE

EIGHTH. The number of directors constituting the initial board of directors of the corporation is _____ 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: NOT YET ELECTED

(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

NINTH. The name and address of each incorporator is:

Name

Address

JOHN D. BIAFORE

52 Fort Avenue, Cranston, RI

AIAN J. GOLDMAN

87 Windward Lane, Bristol, RI

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

UPON FILING

August 20, 1984

Dated August 16, 1984



STATE OF RHODE ISLAND } In the City } of PROVIDENCE
COUNTY OF Providence } ~~PROVIDENCE~~ }

in said county this 17th day of August, A.D. 1984
then personally appeared before me John D. Biafore and Alan J. Goldman

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.

Sheila Paquin, Notary Public
Notary Public
SHEILA PAQUIN

01810

AUG 20 1984
SPB

08/20/84 FATD 01484001
CF11 110.00
CHKR 110.00

GOLDMAN & BIAFORE

ATTORNEYS AND COUNSELLORS AT LAW
72 SOUTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903
401-274-1300

ALAN J. GOLDMAN
JOHN D. BIAFORE

Of Counsel

DONALD A. DELAHUNT
RONALD C. MARKOFF

August 17, 1984

Secretary of State
270 Westminster Mall
Providence, RI 02903

Re: Bagels East of Cranston, Inc.

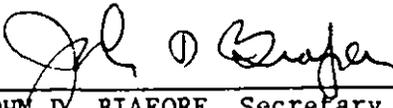
Dear Sir/Madam:

Be advised that Bagels East of Cranston, Inc. is hereby authorized to register and use that corporate name.

Very truly yours,

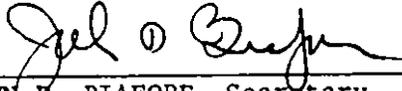
FOUR R MANAGEMENT CORP.

By: _____


JOHN D. BIAFORE, Secretary

BAGELS EAST OF WAKEFIELD, INC.

By: _____


JOHN D. BIAFORE, Secretary

JDB:cb