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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 Mike A. Polseno & Sons, 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 provide wholesale distribution of apples and various other fruits and vegetables and  
any other lawful business including the purchase and sale of real estate.

4. The aggregate number of shares which the corporation shall have authority to issue is:  
(a) If only one class: Total number of shares 1,000 (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:

See Attached

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

See Attached

7. The address of the initial registered office of the corporation is 607 Great Road  
(Street Address, not P.O. Box)  
North Smithfield, RI 02896 and the name of its initial registered agent  
(City/Town) (Zip Code)  
at such address is Robert Chamberland  
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is two 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>Richard Polseno</u>	<u>c/o Chamberland</u> <u>607 Great Road, North Smithfield, RI 02896</u>
<u>Secretary</u>	<u>Richard Polseno</u>	<u>607 Great Road, North Smithfield, RI 02896</u>
<u>Vice President</u>	<u>Robert Polseno</u>	<u>607 Great Road, North Smithfield, RI 02896</u>
<u>Treasurer</u>	<u>Robert Polseno</u>	<u>607 Great Road, North Smithfield, RI 02896</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Robert Chamberland</u>	<u>607 Great Road, North Smithfield, RI 02896</u>
<u></u>	<u></u>
<u></u>	<u></u>

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

Date: January 11, 2001

Robert Chamberland

Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Providence

In NORTH SMITHFIELD, on this 26th day of JANUARY, 2001, personally appeared before me ROBERT N. CHAMBERLAND, 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.

FILED

JAN 29 2001

By MD 25774

Notary Public

My Commission Expires: 12/28/04

## ATTACHMENT TO ARTICLES OF INCORPORATION

5. The corporation shall have the right, in the case of the sale of shares of stock of any shareholder, to purchase said shares at the lowest price which the stockholder is willing to sell to any other party in a bonafide transaction, before the same shall be sold by him to any other part; provided, however, that the corporation shall exercise its right to purchase within twenty (20) days after the stockholder shall have notified it in writing of his desire to sell said shares. If the corporation shall decide to purchase said shares, such stockholder shall upon tender of the purchase price thereof, transfer to the corporation the shares so sold; and if the corporation shall not elect to purchase said shares within the said twenty (20) days, transfer said share to any other party at not less than the price and terms at which the same were offered to the corporation.
6. The corporation may, from time to time, distribute to its shareholders, directly or through purchase of its own shares, a portion of its assets in cash or property out of the unreserved and unrestricted capital surplus of the corporation under the provisions of 7-1, 1-41 and 1-51.

The corporation shall have the power to indemnify any person who was or is a party to a suit or proceeding, civil or criminal, under provisions of 7-1, 1-4.1.

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