Corp. I.D. # 92819

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 L.J.C. SALES 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:

Purchase and sale of general merchandise at wholesale and retail to the general public and any other lawful purpose.

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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.

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

(a) *If only one class:* Total number of shares 1000

(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.)

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

No holder of stock of the corporation may transfer any of such stock without first offering it to the corporation at the lowest price at which he is willing to dispose of the same. Said offer shall be in writing, addressed and delivered to the secretary of the corporation, or, in case the stockholder making such offer be the secretary, then to the president, and shall include a true statement of the proposed sale price and of the names and addresses of the persons to whom said stockholder intends to transfer said stock if his said offer is not accepted by the corporation. The stockholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering such offer. No transfer of any of the stock so offered shall be made until after the expiration of thirty (30) days. In the event that the corporation shall reject said offer or shall fail to accept the same within said thirty (30) day period, said stockholder may sell and transfer said stock at the price stated in said notice to the person or persons specified therein, provided that if said sale and transfer is not completed within six (6) months after the expiration of said thirty (30) day period, said stockholder must again comply with the provisions of this paragraph. Any sale or transfer contrary to the foregoing provisions shall be void.

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 103 Cottage Street, Pawtucket, RI 02860 (add Zip Code) and the name of its initial registered agent at such address is: John E. Neary, Esquire

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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 §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*
J. Jeffrey Calista	Daggett Avenue, Pawtucket, RI 02861

NINTH. The name and address of each incorporator is:

Name	*Address*
J. Jeffrey Calista	Daggett Avenue, Pawtucket, RI 02861

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

January 1, 1997

Dated December 30, 1996

x J. Jeffrey Calista

J. Jeffrey Calista

STATE OF RHODE ISLAND } In the City / Town } of Pawtucket
COUNTY OF PROVIDENCE

in said county this 30th day of December, A.D. 1996

then personally appeared before me J. Jeffrey Calista

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

John F. Neary
My Commission Exp. 6/28/97