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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 Pack Shops Candy Service, Inc. *OK*

(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 engage in the wholesale, retail and vending machine sales of
food, beverages and cigarettes --- and to transact any or all lawful
business for which corporations may be incorporated under the Rhode
Island business corporation act, as the same may be amended from
time to time hereafter.

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.):
common stock; 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:

The shareholders will have no preemptive right to subscribe to **FILED** unissued
or treasury shares or securities convertible into shares or carrying a
right to subscribe to or acquire shares. **MAY 10 2002**

By AMF
AMAG

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

7. The address of the initial registered office of the corporation is 82 Nashua Street
Providence, RI 02904 (Street Address, not P.O. Box)
(City/Town) (Zip Code) and the name of its initial registered agent
at such address is John A. Urso
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is none (0) 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>John A. Urso</u>	<u>406 Middle Highway</u>
<u>Vice Pres.</u>	<u>John A. Urso</u>	<u>Barrington,, R. I. 02806</u>
<u>Secretary</u>	<u>John A. Urso</u>	<u>"</u>
<u>Treasurer</u>	<u>John A. Urso</u>	<u>"</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>John A. Urso</u>	<u>406 Middle Highway</u>
	<u>Barrington, R. I. 02806</u>

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

Date: _____

John A. Urso
Signature of each Incorporator

STATE OF RI
COUNTY OF PROV

In PROV, RI, on this 6th day of May, 2002, personally
appeared before me John A. Urso
~~known~~ ^{him} known to me and known by me to be the party ~~as~~ ^{his} executing the foregoing instrument, and ~~he~~ ^{he} ~~personally~~ ^{personally} he
acknowledged said instrument by ~~him~~ ^{him} subscribed to be ~~the~~ ^{his} free act and deed.

Gera A. Nardolillo
Notary Public
My Commission Expires: 03/07/05