

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 EVERYTHING NICE, 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:

To establish, maintain, operate and transact any and all lawful business for which corporations may be incorporated under Title 7, Chapter 1.1 of the General Laws (1956), as amended, and including but not limited to the establishment, maintenance and operation of a donut restaurant business and in general to carry on and conduct any and all lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its properties.

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 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.)

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.)

FIFTH. 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 SHEET

Section 5 - Restrictions on Transfer:

So long as there shall be more than one holder of the outstanding capital stock of the Corporation, no holder of any of the capital stock shall transfer any of such stock without first offering the same to the Corporation at the lowest price at which said Shareholder is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said Shareholder intends to transfer said stock if said offer is not accepted by the Corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the Corporation, or in case the Shareholder making such offer be the Secretary, then to the President. The Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the holders of the stock of the Corporation then outstanding, to be held within ten (10) days after the receipt of said offer, for the purpose of taking action with respect to the same. The Corporation, through the holders of the stock then outstanding, shall have thirty (30) days after the receipt of said offer to accept or reject said offer, and until action thereon shall be taken or until the expiration of said thirty (30) days, whichever shall first occur, no transfer of any of said capital stock shall be made by the Shareholders submitting the offer, but if the Shareholders shall reject said offer or if no action shall be taken by them prior to the expiration of said thirty (30) days, such Shareholder may then transfer the same at not less than said price to any transferee or transferees described in said statement. At any such meeting, the shares of stock held by the Shareholder submitting said offer shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a vote and the Shareholder so submitting said offer shall not be entitled to vote at said meeting.

All transfers of capital stock are intended to be included in the prohibitions of this Section, including, but not limited to a transfer by virtue of the death of a shareholder, or the pledge, attachment, or other encumbrance of such capital stock. This provision shall be binding upon any executor, administrator or other legal representative of every shareholder, in the case of sale or pledging of any share or shares of stock by such executors, administrators, or other legal representatives of any shareholder and the provisions contained in this Section shall be embodied in, written, printed or stamped upon each certificate of stock already issued or which hereafter may be issued, and thereupon shall be binding upon each and every present or future owner or holder thereof, whether such stock be acquired by will or otherwise. Any transfer contrary to the foregoing provisions shall be void. The Corporation, by vote of the holders of a two-thirds majority of the shares of the capital stock then outstanding, may waive the provisions of this Section with respect to any particular transfer, but the stock with reference to which said provisions are waived shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote and the holder of said stock shall not be entitled to vote at said meeting.

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SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

The business of the corporation shall be managed by the shareholders of the corporation, rather than by a Board of Directors.

SEVENTH. The address of the initial registered office of the corporation is 1100 Aquidneck Avenue, Middletown, Rhode Island 02840 (add Zip Code) and the name of its initial registered agent at such address is: Robert M. Silva, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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
None yet elected	

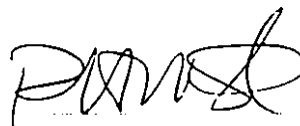
NINTH. The name and address of each incorporator is:

Name	Address
Robert M. Silva	1100 Aquidneck Ave., Middletown, RI 02840

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

as of the date of filing

Dated February 6, 1989



STATE OF RHODE ISLAND

COUNTY OF Newport

} In the ^{CITY} Town

} of Middletown

in said county this 6th day of February, A.D. 1989

then personally appeared before me Robert M. Silva

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.

Anne E. Silvia

Notary Public ANNE E. SILVIA

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