

Filing Fee: \$150.00

ID Number: 105744



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

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:

1. The name of the corporation is Douglas Wine & Spirits Apponaug, 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:

Retail sale of Liquor and Alcoholic Beverages

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

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 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.)

no par

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

None at this time

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By [Signature]
720398

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

None at this time

7. The address of the initial registered office of the corporation is 160 Veterans Memorial Drive
(Street)

Warwick, RI 02886 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

James Hayes

8. 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 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.)

Title	Name	Address
President	<u>James Hayes</u>	<u>160 Veterans Memorial Drive, Warwick, RI 02886</u>

9. The name and address of each incorporator is:

Name	Address
<u>James V. Paolino, Esquire</u>	<u>51 Jefferson Boulevard, Warwick, RI 02888</u>

10. Date when corporate existence to begin: April 20, 1999
(not more than 30 days after filing of these articles of incorporation)

Dated 4/17, 1999

[Signature]
Signature of each Incorporator

STATE OF RI
COUNTY OF Kent

In Warwick, on this 17th day of April, 1999, personally appeared before me JAMES V. PAOLINO, 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.

[Signature]
Notary Public
My Commission Expires: LISA K. COOPER 8/11/2001

**DOUGLAS WINE & SPIRITS NO. PROVIDENCE, INC.
1665 MINERAL SPRING AVENUE
NORTH PROVIDENCE, RI 02904
(401)353-6400**

April 6, 1999

To Whom It May Concern:

Authorization is hereby given to Douglas Wine & Spirits Apponaug, Inc. to use the business name Douglas Wine & Spirits Apponaug, Inc.

Thank you,



Kathleen Haronian
President

COPIES OF THIS DOCUMENT
DATE: 4/6/99
BY: [illegible]

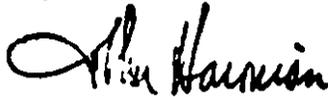
**DOUGLAS WINE & SPIRITS, INC.
1405 DOUGLAS AVENUE
NORTH PROVIDENCE, RI 02904
(401)353-4400 Fax: (401)353-4469**

April 6, 1999

To Whom It May Concern:

Authorization is hereby given to Douglas Wine & Spirits Apponaug, Inc. to use the business name Douglas Wine & Spirits Apponaug, Inc.

Thank you,



John Haronian
President

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**DOUGLAS WINE & SPIRITS 44, INC.
39 PUTNAM AVENUE
JOHNSTON, RI 02919
(401)232-7700**

April 6, 1999

To Whom It May Concern:

Authorization is hereby given to Douglas Wine & Spirits Apponaug, Inc. to use the business name Douglas Wine & Spirits Apponaug, Inc.

Thank you,
Shirley Santoro

Shirley Santoro
President

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SHIRLEY SANTORO
PRESIDENT

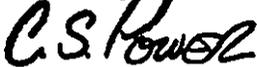
**DOUGLAS WINE & SPIRITS JOHNSTON, INC.
1380 HARTFORD AVENUE
JOHNSTON, RI 02919
(401)751-4222**

April 6, 1999

To Whom It May Concern:

Authorization is hereby given to Douglas Wine & Spirits Apponaug, Inc. to use the business name Douglas Wine & Spirits Apponaug, Inc.

Thank you



Craig Power
President

APR 11 1999
TRI-STATE GROUP INC.
JOHNSTON, RI

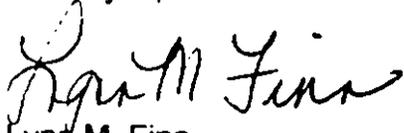
**DOUGLAS WINE & SPIRITS CRANSTON, INC.
457 ATWOOD AVENUE
CRANSTON, RI 02920
(401)944-6900**

April 6, 1999

To Whom It May Concern:

Authorization is hereby given to Douglas Wine & Spirits Apponaug, Inc. to use the business name Douglas Wine & Spirits Apponaug, Inc.

Thank you,



Lynn M. Finn
President

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**DOUGLAS WINE & SPIRITS E. PROVIDENCE, INC.
1235 WAMPANOAG TRAIL
E. PROVIDENCE, RI 02915
(401)433-0231**

April 6, 1999

To Whom It May Concern:

Authorization is hereby given to Douglas Wine & Spirits Apponaug, Inc. to use the business name Douglas Wine & Spirits Apponaug, Inc.

Thank you,



Emily Haronian
President

APR 06 1999

DOUGLAS WINE & SPIRITS
E. PROVIDENCE, RI 02915
(401)433-0231