

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)



95453

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

Corp. I.D. # _____

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

Associated Grocers of New England, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is
Associated Grocers of New England, Inc.

SECOND: The name which it elects to use in Rhode Island is
AGNE Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island)

THIRD: It is incorporated under the laws of New Hampshire

FOURTH: The date of its incorporation is November 9, 1945 and the period
of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is
incorporated is 725 Gold Street, Manchester, NH 03108

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street,
Providence, RI 02903 and the name of its proposed registered agent in
Rhode Island at that address is CT Corporation System

Lawrence H. Kretz
LAWRENCE H. KRETZ
SPECIAL ASST. SECRETARY

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business
in Rhode Island are

Wholesale and retail distribution of groceries and related items
to food service industry.

16 JUN 1997
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SECRETARY OF STATE
CORPORATIONS DIV.
Form 27A 10M 7/95

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CORPORATIONS DIV.

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EIGHTH: The names and respective addresses of its directors and officers are: see attached.

Name	Office	Address
.....	Director
.....	Director
.....	Director
.....
.....
Norman J. Turcotte	President	725 Gold St., Manchester, NH 03108
Richard A. Ennis	Vice President	725 Gold St., Manchester, NH 03108
Benjamin F. Gayman	Secretary	20 Market Street, Manchester, NH 03108
Richard A. Ennis	Treasurer	725 Gold Street, Manchester, NH 03108
William Hoskins	Vice-President	725 Gold Street, Manchester, NH 03108

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	A		5,000.00
4,000,000	B		no par value
10,000	C		no par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
123	A		5,000.00
43,500.000	B		No Par Value
0	C		

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 5,512,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ None -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 110,674,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode island during such year is \$ -0-

FIFTEENTH: This application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 5, 19 97

Associated Grocers of New England, Inc.
[Exact Corporate Name of corporation Making Application]

By Norman J. Turcotte
President
and Paul J. Guerin
Secretary

STATE OF New Hampshire }
COUNTY OF Hillsborough } Sc.

AT Manchester, New Hampshire in said County on the 5th day
of May 19 97, before me personally appeared
Norman J. Turcotte, who being by me first duly sworn, declared that
he/she is the President of Associated Grocers of New England, Inc.,
that he/she signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Nancy M. Simmons
Notary Public

NANCY M. SIMMONS, Notary Public
My Commission Expires June 8, 1998

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ASSOCIATED GROCERS OF NEW ENGLAND, INC.
BOARD OF DIRECTORS
1996-1997

BUSINESS ADDRESS

HOME ADDRESS

ROBERT J. CRICENTI*(1997)
Cricenti's Market
47 Newport Road
P. O. Box 2400
New London NH 03257
603/526-6951

1 Murray Pond Road
P. O. Box 2400
New London NH 03257
603/526-4383

JOHN T. deBETTENCOURT*(1997)
326 Patten Hill Road
Candia NH 03034
603/483-8265

326 Patten Hill Road
Candia NH 03034
603/483-8265

PETER DOLE*(1999)
B.D.H., Inc.
390 South Main Street
Laconia NH 03246
603/528-6658

41 Hazelnut Road
Gilford NH 03246
603/524-7181

LINWOOD GAGNON(1998)
Arthur's Market
One Hancock Street
Rochester NH 03867
603/332-5428

5 Ray Drive*
Rochester NH 03867
603/332-5549

ROBERT E. HEATH*(1998)
E. M. Heath, Inc.
P. O. Box 205
Center Harbor NH 03226
603/253-9253

Kelsea Avenue
P. O. Box 3
Center Harbor NH 03226
603/253-6771

RALPH E. SHACKETT(1999)
Shackett's
RFD #1
Bristol NH 03222
603/744-2650

46 Upper Birch Drive*
Bristol NH 03222
603/744-2196

BUSINESS ADDRESS

HOME ADDRESS

RALPH E. STODDARD*(1997)
Ralph's Supermarket, Inc.
Main Street - P. O. Box J
Charlestown NH 03603
603/826-3312

Coolidge Road
P. O. Box J
Charlestown NH 03603
603/826-3912

ROBERT M. THOMPSON, JR.*(1998)
Thompson's Market, Inc.
230 Central Street
Hudson NH 03051
603/889-9703

One Clock Tower Place
Apt. 518
Nashua NH 03060
603/883-1893

NORMAN J. TURCOTTE*(1998)
Associated Grocers of New England, Inc.
P. O. Box 5200
Manchester NH 03108
603/669-3250 Ext. 301

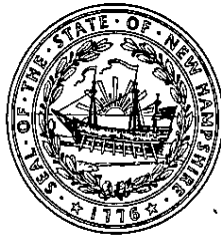
25 Shaw Drive
Bedford NH 03110
603/472-3169 (Unlisted)

ROGER D. WILLIAMS*(1997) Director Emeritus
Coot Farm
Canaan Back Road
Barrington NH 03825
603/664-2503

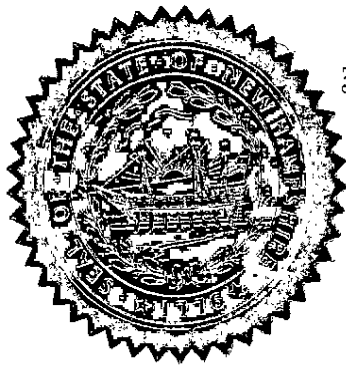
Coot Farm
Canaan Back Road
Barrington NH 03825
603/664-2503

State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, ROBERT P. AMBROSE, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the following and hereto attached is a true copy of the Record of Organization of ASSOCIATED GROCERS OF NEW ENGLAND, INC. (formerly ASSOCIATED GROCERS OF NEW HAMPSHIRE, INC.; formerly NEW HAMPSHIRE WHOLESALE GROCERS, INC.) and all amendments thereto, as filed in this office and held in the custody of the Secretary of State.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Seal of the State, at Concord, this 14th day of April A.D. 19 97

Robert P. Ambrose
Deputy Secretary of State