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ID Number: 101262



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 Ninigret Donuts, 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:

To operate a doughnut shop, enter into franchise agreements and leases
therefor, and for any other lawful purpose.

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 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 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.

none
FILED

06, JUN 21 1998

JUN 30 1998

By 205499

STATE OF RHODE ISLAND
SECRETARY OF STATE

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

See attached Exhibit A

7. The address of the initial registered office of the corporation is 128 Dorrance Street

Providence

RI 02903

(Street)

(City/Town)

(Zip Code)

and the name of its initial registered agent at such address is

Wayne M. Kezirian, Esq.

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
Director	Wayne M. Kezirian	128 Dorrance Street, Providence, RI 02903

9. The name and address of each incorporator is:

Name	Address
Wayne M. Kezirian	128 Dorrance Street, Providence, RI 02903

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

Dated June 23rd, 1998

Wayne M. Kezirian
Wayne M. Kezirian

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 23rd day of June, 1998, personally appeared before me Wayne M. Kezirian, 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.

Wang A. Tsou
Notary Public
My Commission Expires: 9/12/2001

E-X-H-I-B-I-T "A"

Article SIXTH:

1. Indemnification of Stockholders and Officers

(a) By-law and Stockholder and Officer Indemnity Agreements: Statutory Provisions. The stockholders and/or board of directors of the Corporation may include provisions in the Corporation by-laws, or may authorize agreements to be entered into with each stockholder and officer for the purpose of indemnifying him or her in the manner and to the extent permitted by Section 4.1 of the Rhode Island Business Corporation Act, as amended.

(b) By-law and Stockholder and Officer Indemnity Agreements: Other Provisions. In addition to the authority conferred upon the stockholders and/or board of directors of the Corporation by Paragraph 1(a) hereof, the stockholders and/or board of directors of the Corporation may include provisions in the Corporation by-laws, or may authorize agreements to be entered into with each stockholder and officer, for the purpose of indemnifying such stockholder or officer in the manner and to the extent provided herein:

(i) The by-law provisions or agreement authorized hereby may provide that the Corporation shall, subject to the provisions of this ARTICLE SIXTH, pay, on behalf of a stockholder or officer any Loss or Expenses arising from any claim or claims which are made against the stockholder or officer (whether individually or jointly with other stockholders or officers) by reason of any Covered Act of the stockholder or officer.

(ii) For the purposes of this ARTICLE SIXTH, when used herein:

(1) "Loss" means any amount which a stockholder or officer is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(2) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses; and

(3) "Covered Act" means any act or omission of a stockholder or officer in the stockholder's or officer's capacity as a stockholder or officer of the Corporation.

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired stockholder or officer, the estate, heirs or legal

representative of a deceased stockholder or officer or the legal representative of an incompetent, insolvent or bankrupt stockholder or officer, where the stockholder or officer was a stockholder or officer at the time the Covered Act upon which such claims are based occurred.

(iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to a stockholder or officer prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such stockholder or officer and based on the alleged commission by such stockholder or officer of a Covered Act, subject to an undertaking by or on behalf of such stockholder or officer to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such stockholder or officer.

(v) The by-law provisions or agreements authorized hereby may not indemnify a stockholder or officer from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a stockholder or officer: (1) for any breach of the stockholder's or officer's duty of loyalty to the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) for improper personal benefit (unless the transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended).

(vi) The by-law provisions or agreements authorized hereby may contain such other terms and conditions as the stockholders, in their sole discretion, determine to be consistent with the provisions of this Article.

2. Elimination of Directors' Liability

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for (i) liability for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Rhode Island Business Corporation Act, as amended, or (iv) liability for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended). If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability

of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act. Any repeal or modification of this ARTICLE SIXTH by the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

3. Indemnification of Directors

(a) By-Law and Director Indemnity Agreements:
Statutory Provisions. The stockholders of the Corporation and/or the board of directors of the Corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each director for the purpose of indemnifying him or her in the manner and to the extent permitted by Section 4.1 of the Rhode Island Business Corporation Act, as amended.

(b) By-law and Director Indemnity Agreements:
Other Provisions. In addition to the authority conferred upon the stockholders of the Corporation and/or the board of directors of the Corporation by Paragraph 3(a) hereof, the stockholders of the Corporation and/or the board of directors of the Corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each director for the purpose of indemnifying such director in the manner and to the extent provided herein:

(i) The by-law provisions or agreement authorized hereby may provide that the Corporation shall, subject to the provisions of this ARTICLE SIXTH, pay, on behalf of a director any Loss or Expenses arising from any claim or claims which are made against the director (whether individually or jointly with other directors) by reason of any Covered Act of the director.

(ii) For the purposes of this ARTICLE SIXTH, when used herein:

(1) "Loss" means any amount which a director or officer is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(2) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses; and

(3) "Covered Act" means any act or omission of a director or officer in the director's capacity as a director of the Corporation.

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a

retired director the estate, heirs or legal representative of a deceased director or the legal representative of an incompetent, insolvent or bankrupt director, where the director was a director at the time the Covered Act upon which such claims are based occurred.

(iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to a director prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such director and based on the alleged commission by such director of a Covered Act, subject to an undertaking by or on behalf of such director to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such director.

(v) The by-law provisions or agreements authorized hereby may not indemnify a director from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a director (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) for improper personal benefit (unless the transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended).

(vi) The by-law provisions or agreements authorized hereby may contain such other terms and conditions as the stockholders or the board of directors, with either acting in their sole discretion, determine to be consistent with the provisions of this Article.

4. Right of First Refusal Upon Sale of Stock

No holder of any of the common stock of the Corporation (whether or not there shall be more than one series of common stock) shall transfer any of such stock without first offering the same to the Corporation at the lowest price at which (s)he 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 stockholder intends to transfer his or her stock if the 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 stockholder making such offer shall be the Secretary then to the President; and 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 and entitled to vote, to be held within thirty (30) days after the receipt of said offer, for the purposes of taking action with respect to the same. The Corporation, through the holders of stock then outstanding and entitled to vote, shall

have thirty (30) days after the time fixed for the holding of such special meeting of the stockholders 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 his or her common stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer, or if no action shall be taken by them prior to the expiration of said thirty (30) days, such stockholder may then transfer the same at no less than said price to any transferee or transferees described in said statement at any time within six (6) months after the expiration of said thirty (30) days but not otherwise or thereafter without again complying with the provisions of this paragraph. All transfers of the common stock of the Corporation (except transfers upon the death of a stockholder from his or her estate to his or her next of kin or to the legatee or legatees named in his or her will) are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance and/or any transfer arising from any bankruptcy or insolvency proceeding. Any transfer contrary to the foregoing provisions shall be void. The Corporation by unanimous resolution of the holders of its stock then outstanding and entitled to vote adopted at a meeting of stockholders duly held for that purpose may waive the provisions of this article with respect to any particular transfer. Each common stock certificate issued by the Corporation shall be marked with a legend referring to this restriction on transfer.