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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

FILED

SEP 27 2005

By AMF
78129

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Sweetland Foods, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 4000

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 670 Willett Avenue

(Street Address, not P.O. Box)

East Providence, RI 02915 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is S. Paul Ryan, Esq.
(Name of Agent)

The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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CORPORATIONS DIVISION
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6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Attached.

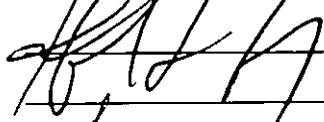
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Raymond L. Murray</u>	<u>46 Pimental Drive, Seekonk, MA 02771</u>
<u>Susan Murray</u>	<u>46 Pimental Drive, Seekonk, MA 02771</u>

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing October 1, 2005

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9/27/05


Susan Murray
Signature of each Incorporator

Articles of Incorporation

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 corporation shall have the right in case of the sale of shares of stock of any stockholder to purchase said shares at the lowest price at which the stockholder is willing to sell to any other party before the same shall be sold by him to any other party, provided, however, that the corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell said shares, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares within the said thirty (30) days, then such stockholder must offer the same stocks in equal quantities in writing to those other individuals then holding stock in this corporation at the lowest price at which he or she is willing to sell said stock. The other shareholders shall exercise their right to purchase within thirty (30) days of notice of the intent to sell. If the remaining shareholders do not exercise their option within the stated period, the stockholder may sell his stock to whomsoever he may desire at not less than the original offered price.

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

Indemnification of directors, officers and employees—Every director, officer or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, to which he maybe made a party, or in which he may become involved, by reason of his being or having been a director, officer or employee of the corporation, or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled under the General Laws of the State of Rhode Island.