

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

Corp. I.D. #

81266

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 ADMIRAL SPA, 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 operate a grocery and convenience business, so called; to engage in the purchase, processing and sale of all types of food and food related products; to sell beverages, newspapers, lottery tickets and cigarettes to the general public; to purchase and sell all types of household products and personal use products; to do all actions and buy and sell all products either incidental to or necessary for the accomplishment of any of the aforesaid purposes; to also include the purchase, sale, lease, rental, use or possession of any real property, equipment, materials or manpower to accomplish the aforesaid purposes.

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 200

(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.)

COMMON STOCK 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 (H) 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:

The corporation shall have all preemptive rights as stated in the By-Laws of the corporation.

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

NONE

SEVENTH. The address of the initial registered office of the corporation is
75 Park Place, Pawtucket, R.I. 02860 (add Zip Code)

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

Mark P. Welch, Esquire


Signature of registered agent

EIGHTH. 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 §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 |
|------------------|------------------------------------|
| Paul J. Autiello | 2 Palou Street No. Providence R.I. |

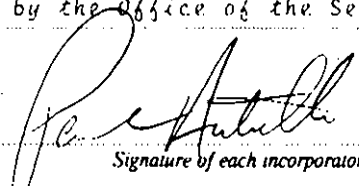
NINTH. The name and address of each incorporator is:

| Name | Address |
|------------------|------------------------------------|
| Paul J. Autiello | 2 Palou Street No. Providence R.I. |

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

Upon acceptance of these Articles by the Office of the Secretary of State

Dated September 21, 1994, 19.....


Signature of each incorporator

STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the ~~Town~~ ^{XXXX} } of PROVIDENCE

in said county this 21st day of SEPTEMBER, A.D. 19⁰⁴
then personally appeared before me Paul J. Autiello

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.



Notary Public MARK P. Welch
Notary