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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

(To Be Filed In Duplicate Original)

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 TRUE BAGELS, 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 own and operate a baking facility for the sale of bagels and other baked goods on and
off premises and/or to transact any and all other lawful business for which corporations
may be incorporated under the Rhode Island Business Corporations Act.

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

(a) If only one class: Total number of shares 8,000 (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.):

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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, 1956, as amended, 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:

See Attached

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

The internal affairs of the corporation shall be regulated by the Bylaws of the
corporation as from time to time amended.

7. The address of the initial registered office of the corporation is 2 Williams Street

(Street Address, not P.O. Box)

Providence, RI 02903

(City/Town)

(Zip Code)

and the name of its initial registered agent

at such address is Scott A. Ritch, Esq.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 0 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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Scott A. Ritch</u>	<u>2 Williams Street, Providence, RI 02903</u>
<u>Treasurer</u>	<u>Scott A. Ritch</u>	<u>2 Williams Street, Providence, RI 02903</u>
<u>Secretary</u>	<u>Scott A. Ritch</u>	<u>2 Williams Street, Providence, RI 02903</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Scott A. Ritch, Esq.</u>	<u>2 Williams Street, Providence, RI 02903</u>

10. Date when corporate existence is to begin upon the filing of these Articles

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: February 5, 2002

Scott A. Ritch, Esq.

Signature of each Incorporator

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence, on this 5th day of February, 2002, personally
appeared before me Scott A. Ritch,
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.

Joy L. Costa
Notary Public

My Commission Expires: 2-15-02

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TRUE BAGELS, INC.

ARTICLE FIFTH: None as of the date of incorporation; provided, however, that any provisions dealing with the preemptive right of shareholders pursuant to R.I. Gen. Laws § 7-1.1-24 which the corporation may wish to adopt subsequent to incorporation shall be set forth in the Bylaws from time to time, as amended.