

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 02903-1335

Corp. I.D. # 15977

BUSINESS CORPORATION

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 1-1C 6252 LLC
DAVE'S MARKETPLACE OF AIRPORT.....
ROAD, WARWICK, 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 own, maintain, conduct and operate a food market, grocery store, bakery, and to sell at retail or wholesale, and to store, distribute and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, beverages of all kinds, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game, and food supplies of all kinds, and without limitation, other goods, wares and merchandise of any and every description.

To engage in all other lawful activity for which corporations may be incorporated in Rhode Island.

FILED

90 JUL 21 1956

AUG 20 1956

By

[Signature]
160589

AS WITNESSED

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

- (a) *If only one class:* Total number of shares 600
(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.)

\$1.00 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 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:

1. Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares, as provided in Section 7-1.1-24 of the General Laws of Rhode Island, 1956, as amended, and shall also have the right to acquire any shares issued for services on property other than money.

2. No shareholder shall transfer, alienate or in any way dispose of any shares of the corporation unless such shares shall be first offered for sale to the corporation. The corporation reserves the right and shall have the exclusive right and option to purchase said shares at a price equal to the lowest appraised value thereof, within thirty (30) days, after said offer. After the expiration of said time, the shareholder, if the corporation shall not have exercised its option to purchase said shares, shall be free to transfer, alienate or otherwise dispose of said shares without any restrictions whatsoever.

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 24 Salt Pond Road, Suite C-3, Wakefield, RI 02879-4324 (add Zip Code) and the name of its initial registered agent at such address is: A. Harry Cesario

A. Harry Cesario
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is zero 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
David A. Cesario, President	137 Hines Farm Rd, Cranston, RI 02920
A. Harry Cesario, Secretary	24 Salt Pond Rd., Wakefield, RI 02879

NINTH: The name and address of each incorporator is:

Name	Address
A. Harry Cesario	24 Salt Pond Rd., Wakefield, RI 02879

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

upon the filing of these articles of incorporation

Dated July 31, 19 96

A. Harry Cesario
Signature of each incorporator
A. Harry Cesario

STATE OF RHODE ISLAND }
COUNTY OF Washington } In the ~~City~~ Town } of South Kingstown
in said County this 31st day of July A.D. 1996
then personally appeared before me A. Harry Cesario

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.

Alice L. Duffin
Notary Public
Alice L. Duffin
My Commission Expires: 6/19/97

DAVE'S MARKETPLACE

2687 West Shore Road
Warwick, RI 02886
(401) 737-5860
FAX: 738-6546

5941 Post Road
North Kingstown, RI 02852
(401) 885-9100
FAX: 885-4629

4 Cedar Swamp Road
Smithfield, RI 02917
(401) 231-1620
FAX: 231-1786

August 15, 1996

RI Secretary of State
Corporation Division
100 North Main Street
Providence, RI 02903-1335

Dear Sir/Madam:

I, David A. Cesario, a resident of the City of Cranston and the State of Rhode Island, hereby declare that I am the principal officer and stockholder of the following corporations:

1. Dave's Fruitland of Warwick, Inc.
2. Dave's Fruitland Incorporated.
3. Dave's Marketplace of North Kingstown, Inc.

As such, I give permission for the filing with the Rhode Island Secretary of State's Office a corporation with the name: Dave's Marketplace of Airport Road, Warwick, Inc. I intend to be the principal owner and stockholder of this corporation also.


David A. Cesario, President

