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State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

CENTRAL AVENUE DONUTS, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is
CENTRAL AVENUE DONUTS, INC.

SECOND: The shareholders of the corporation on, 19..96,
in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended,
adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

1. ARTICLE FOURTH shall be deleted in its entirety and the
following language inserted in lieu thereof:

(A) The maximum number of shares of stock of the Corporation that may be issued is six hundred (600), consisting of three hundred (300) voting common shares without par value and three hundred (300) nonvoting common shares without par value. Each class of shares shall be identical in all respects, except that the nonvoting shares shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of this state require that voting rights be granted to such nonvoting shares.

(B) All issued shares (100) shall be surrendered and canceled and the Corporation shall issue new shares through its Board of Directors.

(C) No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for purchase, or otherwise acquire such shares.

2. ARTICLE FIFTH shall be deleted in its entirety.

16. JAN 23 1997

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By

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THIRD: The number of shares of the corporation outstanding at the time of such adoption was one hundred (100), and the number of shares entitled to vote thereon was one hundred (100)

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
No Par Value, Common Stock	100

FIFTH: The number of shares voted for such amendment was one hundred (100) and the number of shares voted against such amendment was none

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
No Par Value, Common Stock	100	0

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

See Amendment

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

None

Dated January 22, 1997

CENTRAL AVENUE DONUTS, INC.
By Manuel P. Andrade
MANUEL P. ANDRADE
Its President
and Christopher Andrade
CHRISTOPHER ANDRADE
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 22nd day of January, 1997, personally appeared before me Manuel P. Andrade & Christopher Andrade, who, being by me first duly sworn, declared that ^{they are} ~~he is~~ the President and Secretary of CENTRAL AVENUE DONUTS, INC. respectively

^{they} that ~~he~~ signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Catherine A. Bruno
Notary Public

(NOTARIAL SEAL)

My Commission Expires: 7.15.97