

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. # 80090

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 Littlefield Farms, 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 engage in all farming activities together with all other lawful purposes allowed under the laws of the State of Rhode Island.

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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 . . . 8,000 @ \$0.01 par value

(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.)

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:

As set forth on Exhibit A

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

The number of directors of the corporation shall be fixed from time to time by the By-laws.

SEVENTH. The address of the initial registered office of the corporation is 461 Chapel St., P. O. Box 429, Block Island, RI 02807 (add Zip Code) and the name of its initial registered agent at such address is: John S. Pfarr

John S. Pfarr

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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.)

<i>Name</i>	<i>Address</i>
Susan J. Littlefield	P.O. Box 514, Corn Neck Road, Block Island, RI 02807
Christopher N. Littlefield	P.O. Box 514, Corn Neck Road, Block Island, RI 02807

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
J. Monroe Stover	461 Chapel St., P.O. Box 429, Block Island, RI 02807

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

upon filing of these articles

Dated June 13, 1994

J. Monroe Stover

Signature of each incorporator

STATE OF RHODE ISLAND } In the ~~City~~ } of NEW SHREHAM
COUNTY OF } Town }

in said county this 13th day of June, A.D. 1994

then personally appeared before me J. Monroe Stever

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.

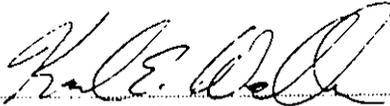

KARL E. WALLIN Notary Public
~~John of Place~~
My Commission expires: 6/18/95

Exhibit A

Articles of Incorporation

LITTLEFIELD FARMS, INC.

FIFTH: The provisions relating to preemptive rights of the shareholders of the corporation shall be as follows:

The shareholders of the corporation shall be entitled to a preemptive right, for a period of thirty (30) days following the notice hereinafter referred to, to subscribe for, purchase or otherwise acquire in the proportions which their holdings of the shares of the common stock of the corporation bear to the outstanding common stock, any shares of the same class of the corporation, any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of the equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. The preemptive rights granted herein shall be deemed waived by any shareholder who does not so exercise them and pay for the shares, rights, options, bonds, securities or obligations within said thirty (30) days of receipt of notice in writing from the corporation stating the price, terms and conditions of the offering. After the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred or granted by the corporation, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms as the corporation in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights.

The provisions contained herein are in lieu of the provisions on preemptive rights contained in Section 7-1.1-24 of the Rhode Island business corporation act.