

Filing and License Fee: \$230.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is K & B International Co., Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 100,000 Common - No Par Value

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 1441 Park Avenue, Suite F

(Street Address, not P.O. Box)

Cranston

, RI

02920

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Mark T. Buben, Esquire

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

No Par Value

FILED
JUN 04 2008
By [Signature] 59785

8:37

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

PLEASE SEE ATTACHED EXHIBIT

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Jason T. Wong	29 Forest Lane, East Greenwich, Rhode Island 02818
John P. Li	18 Gary Lane, No. Easton, Massachusetts 02356

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing Upon Filing

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 4, 2008

x Jason T Wong
x John P. Li

Signature of each Incorporator

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BUSINESS CORPORATION

ARTICLES OF INCORPORATION (CONT'D...)

K & B International Co., Inc.

6. The corporation shall have the right, in case of a sale of any stock by any stockholder, to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; and no sale of any stock to any party other than the corporation shall be valid unless the offer to sell such stock at the lowest price at which the holder thereof is willing to sell, shall have first been received in writing by the corporation. The corporation shall have thirty (30) days from the receipt of said offer in which to accept or reject said offer. A majority of the stockholders present at the meeting at which said offer is made, although said majority may not be a quorum, shall have the power to accept or reject such offer on behalf of the corporation.

Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions may, at any time within thirty (30) days after the rejection of such offer by the corporation, or if the corporation shall neither accept nor reject such offer, then within sixty (60) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party, but not for a price lower than that at which such stock shall have been previously offered to the corporation, and the corporation may require affidavits from the stockholder and the purchaser of such stock as to the price paid therefor, before transferring such stock upon the books of the corporation.

The common stock, without par value, may be issued by the corporation from time to time for such consideration, consisting of cash, services, personal property, tangible or intangible, or real estate, as the incorporators at their first meeting may agree, and thereafter as may be fixed from time to time by the stockholders of the corporation, and any and all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon, and the holder of any such shares shall not be liable for any further payment thereon.