

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. #

75075

BUSINESS CORPORATION

~~DUPLICATE~~ 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 223 Newport Ave. Corp.

(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 lease, rent and manage real estate for its own account and to engage in any lawful act or activity for which corporations may be incorporated under the provisions of the Rhode Island Business Corporation Act.

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BY ES/114305

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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 200 Shares Without 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:

N/A

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation: The directors and officers of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of duty as a director or officer except for:

- (i) Any breach of the duty of loyalty to the corporation or its stockholders;
- (ii) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) Liability imposed pursuant to the provisions of §7-1.1-43; or
- (iv) Any transaction from which the director derived an improper personal benefit (unless the transaction is permitted by §7-1.1-37.1); and also including;
- (v) Any provision which under the Rhode Island Business Corporation Act is required or permitted to be set forth in the bylaws. No provision eliminating or limiting the personal liability of a director will be effective with respect to causes of action arising prior to the inclusion of the provision in these articles of incorporation.

SEVENTH. The address of the initial registered office of the corporation is 615 Central Ave., Pawtucket, RI 02861 (add Zip Code) and the name of its initial registered agent at such address is: Tong Xin Chen

Tong Xin Chen
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one 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
Tong Xin Chen	615 Central Ave. Pawtucket, RI 02861

NINTH. The name and address of each incorporator is:

Name	Address
Tong Xin Chen	615 Central Ave. Pawtucket, RI 02861

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

Upon filing (mm)

Dated December 10, 1993

Tong Xin Chen
Signature of each incorporator

Tong Xin Chen

STATE OF NEW YORK } In the City } of NEW YORK
COUNTY OF NEW YORK } Town }

in said county this 10th day of December, A.D. 1993

then personally appeared before me Tong Xin Chen

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.

LEE M. FONG
Notary Public, State of New York
No. 4946482
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Feb. 6, 1994
Lee M. Fong
Notary Public

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

I, _____ Secretary of State
hereby certify that duplicate originals of Articles of Incorporation for the incorporation
of _____

duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General
Laws, 1956, as amended, have been received in this office and are found to conform to
law, and that the foregoing is a duplicate original of the Articles of Incorporation.

WITNESS my hand and the seal of the State of
Rhode Island this _____
day of _____, 19_____

Secretary of State

