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ID Number: 160301



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**FILED**

**DEC 14 2006**

By gok  
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STATE OF RHODE ISLAND  
CORPORATIONS DIV

**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 THONGSENG AUTO EXPORTS, INC.

~~(This is a close corporation pursuant to § 7-1.1 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 8,000

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 395 Smith Street  
(Street Address, not P.O. Box)

Providence, RI 02908  
(City/Town) (Zip Code)

and the name of its initial registered agent

at such address is Frank A. Lombardi, Esq.  
(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.

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:

See Exhibits A and B (attached).

Lined area for additional provisions.

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Lim Tang	277 Waverly Street, Providence, RI 02909
Sitha Pell	294 Althea Street, Providence, RI 02909

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this 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: 12/24/06

Signature lines with handwritten signatures.

Signature of each incorporator

ARTICLES OF ORGANIZATION (continuation page)

ARTICLE 5

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall, within thirty days thereafter, either accept the offer or, by notice in writing, name a second arbitrator; and these two shall name a third arbitrator. It shall then be the duty of the arbitrators to ascertain the value of the stock; and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator. The majority vote of the arbitrators shall govern all issues of valuation.

After the acceptance of the offer or the report of the arbitrators as to the value of the stock, the said directors shall have thirty days within which to purchase the same at such valuation; but if, at the expiration of thirty days, the corporation shall not have exercised the right to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with; but the Board of Directors may, in any particular instance, waive the requirement. These restrictions may be modified by a valid Buy-Sell or Stock Redemption Agreement which is in writing and signed by all members of the Board of Directors.

ARTICLES OF INCORPORATION (continuation)

ARTICLE 6

The corporation may carry on any business, operation or activity referred to in Article II, to the same extent as might an individual, whether as principal, agent, contractor or otherwise and either alone or in conjunction or a joint venture or other arrangement with any corporation, association, trust, firm or individual.

The corporation may carry on any business, operation or activity through a wholly-owned or a partly-owned subsidiary.

The corporation may be a partner in any business enterprise which it would have power to conduct by itself.

The directors may make, amend or repeal the By-Laws, in whole or in part, except with respect to any provision thereof which, by law or by the By-Laws, require action by the stockholders.

Meetings of the stockholders may be held anywhere in the United States.

The directors may specify the manner in which the accounts of the corporation shall be kept and may determine what constitutes net earnings; profits and surplus; what amounts, if any, shall be reserved for any corporation purpose; and what amounts, if any, shall be declared as dividends.

The directors shall have the power to fix, from time to time, their compensation. No person shall be disqualified from holding any office by reason of any interest.

To the extent permitted by law, the authorizing or ratifying vote of all of the shares of the capital stock of this corporation outstanding and entitled to vote for directors at any annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction or act) shall validate any contract, transaction or action of this corporation or of the Board of Directors or of any committee thereof with regard to all stockholders of this corporation, whether or not of record at the time of such vote and with regard to all creditors and other claimants under this corporation.

The corporation shall have all the powers granted to corporations by the laws of the State of Rhode Island, provided that no such power shall include any activity inconsistent with the Business Corporation Law or the general Laws of said State of Rhode Island.