**State of Rhode Island and Providence Plantations**
**Office of the Secretary of State**

**Fee: $230.00**

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

## Business Corporation
## Articles of Incorporation
(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

### ARTICLE I

The name of the corporation is Kanbun Corp.

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

### ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of $0.01 per share.)

| Class of Stock | Par Value Per Share | Total Authorized Shares<br>*Number of Shares* |
|---|---|---|
| CNP | $0.0000 | 1,000.00 |

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:

### ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 7 BROOKS AVENUE, SUITE 3
City or Town: NEWPORT State: RI Zip: 02840

The name of its initial registered agent at such address is JAMES F. NUZZO

### ARTICLE IV

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.

### ARTICLE V

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

ANY STOCKHOLDER, INCLUDING THE HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED SHAREHOLDER, DESIRING TO SELL OR TRANSFER SUCH STOCK OWNED BY HIM OR THEM, SHALL FIRST OFFER IT TO THE REMAINING COMMON SHAREHOLDERS, IN THE MANNER FOLLOWING:

HE SHALL NOTIFY REMAINING SHAREHOLDERS 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 REMAINING SHAREHOLDERS SHALL WITHIN THIRTY (30) DAYS HEREAFTER EITHER ACCEPT THE OFFER, OR BY NOTICE TO HIM IN WRITING, NAME A SECOND ARBITRATOR, AND THESE TWO SHALL NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASCERTAIN THE VALUE OF THE STOCK, AND IF ANY ARBITRATOR SHALL NEGLECT OR REFUSE TO APPEAR AT ANY MEETING APPOINTED BY THE ARBITRATORS, A MAJORITY MAY ACT IN THE ABSENCE OF SUCH ARBITRATOR.

AFTER THE ACCEPTANCE OF THE OFFER, OR THE REPORT OF THE ARBITRATORS AS TO THE VALUE OF THE STOCK, THE REMAINING SHAREHOLDERS SHALL HAVE THIRTY DAYS WITHIN WHICH TO PURCHASE THE SAME AT SUCH VALUATION IN PROPORTION TO THE NUMBER OF SHARES OF WHICH HE IS THE OWNER. IF ANY SHAREHOLDER FAILS TO PURCHASE ALL THE SHARES TO WHICH HE IS ENTITLED, THE REMAINING SHAREHOLDERS MAY PURCHASE THE NON-PURCHASED SHARES PRO RATA. IF AT THE EXPIRATION OF THIRTY DAYS, THE CORPORATION SHALL NOT HAVE EXERCISED THE RIGHT TO SO 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 SHAREHOLDERS MAY IN ANY PARTICULAR INSTANCE WAIVE THE REQUIREMENT.

APPENDIX A

ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN AT A MEETING OF THE SHAREHOLDERS MAY BE TAKEN WITHOUT A MEETING IF SAID ACTION IS TAKEN PURSUANT TO SECTION 7-1.1-30.3, RHODE ISLAND GENERAL LAWS, AS AMENDED AND ACCORDING TO ALL DIRECTIVES THEREIN CONTAINED.

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY ITS SHAREHOLDERS.

**ARTICLE VI**

The name and address of the each incorporator is:

| Title | Individual Name<br>First, Middle, Last, Suffix | Address<br>Address, City or Town, State, Zip Code, Country |
|---|---|---|
| INCORPORATOR | JAMES F. NUZZO | 7 BROOKS AVENUE, SUITE 3<br>NEWPORT, RI 02840 USA |

**ARTICLE VII**

These Articles of Incorportion 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.

Later Effective Date:

**Signed this 25 Day of April, 2012 at 11:21:22 AM by the incorporator(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

JAMES F. NUZZO

Form No. 100
Revised 09/07

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