

142505



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is **DEBORAH LUTHER MARTITZ, INC.**

ATTN: K. K. Okeke, Chairman, P. M. M. A. K. S. X. X. K. Okeke, General Secy, 7486, 24th Avenue, (Singer) (Happach)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

The legal business or doing business as a dry cleaners, including but not limited to the cleaning, dry cleaning of all types of clothing, retail and wholesale if necessary and all legally related business connected to the cleaning and dry cleaning of garments, clothing and material.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 300 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

Common stock no 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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):~~

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-111-24 of the General Laws, 1956, as amended:

See attached.

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By SA
C. 43176

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

None

7. The address of the initial registered office of the corporation is 349 Warren Avenue
(Street Address, not P.O. Box)
East Providence, RI 02914 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is William C. Maaia, Esquire.
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is One (1) 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
	Deborah Luther Martitz	243 Lincoln Street, Seekonk, MA 02771

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
William C. Maaia, Esquire	349 Warren Ave. East Prov. RI 02914

10. Date when corporate existence is to begin Upon filing with Secretary of State
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: August 31, 2004

William C. Maaia, Esquire
Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In East Providence, on this 31st day of August, 2004, personally appeared before me William C. Maaia, Esquire, 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.

✓ John R. Hemond
Notary Public John R. Hemond
My Commission Expires: 10/20/05

Attachment to #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 to sell or transfer and the name of one arbitrator. The directors shall within thirty (30) days thereafter either accept the offer or by notice in writing name a second arbitrator, and these two arbitrators 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 shall 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 directors shall have thirty (30) days within which to purchase the same at such valuation, but if at the expiration of thirty (30) 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 as 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.