



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 Jin Hua Chinese Restaurant 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 200

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 1925 Pawtucket Ave
(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 REN zhong Yang
(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.

FILED

JUN 05 2006

By kmc

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:

[illegible]

7. The name and address of each incorporator is:

Name

Peter Lin

Address

% WYCPAS LLC 148A
madison st.
New York, NY 10002

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

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:

6-2-06

Rules -

Signature of each Incorporator



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State / Corporations Division

Matthew A. Brown
Secretary of State

May 25, 2006

JIN HUA CHINESE RESTAURANT INC.

C/O Ren Zhong Yang
1925 Pawtucket Avenue
East Providence, RI 02914

Re: **ID 156208**
JIN HUA CHINESE RESTAURANT INC.

To Whom It May Concern:

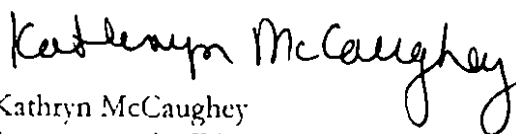
On May 15, 2006 this office accepted for filing Articles of Incorporation for the above named corporation. It has come to our attention that the articles were filed under chapter 7-1.1 instead of 7-1.2 of the Rhode Island General Laws.

Please complete and remit for filing, without fee, the enclosed Certificate of Correction and Articles of Incorporation. Please return to the undersigned in the envelope provided herein.

If you have any questions, please feel free to contact me.

Sincerely,

CORPORATIONS DIVISION


Kathryn McCaughey

Assistant to the Director

Enc.

**Corporations
Division**

Business Section

Phone 401-222-3040
Fax 401-222-1309
corporations@sec.state.ri.us

**Business Information
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Phone 401-222-2185
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**Notary & Trademark
Sections**

Phone 401 222-1487
Fax 401 222-3879
notaries@sec.state.ri.us
trademarks@sec.state.ri.us

UCC Section

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148 W. River Street
Providence, RI
02904-2615

**Office of the
Secretary of State**

State House Room 217
Providence, RI 02903

Phone 401-222-2357
Fax 401-222-1356

www.state.ri.us



Filing and License Fee: \$230.00 minimum

ID Number:

156208



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 JIN HUA CHINESE RESTAURANT INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable)

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:

RESTAURANT

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

(a) If only one class: Total number of shares 200 (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.):

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 § 7-1.1-24 of the General Laws, 1956, as amended:

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MAY 15 2006

By

100098403

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

7. The address of the initial registered office of the corporation is 1925 PAWTUCKET 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 REN ZHONG YANG
(Name of Agent)

8. 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 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>
<u>PRESIDENT</u>	<u>REN ZHONG YANG</u>	<u>1925 PAWTUCKET AVENUE</u>
		<u>EAST PROVIDENCE, RI 02914</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>PETER LIN</u>	<u>C/O WYCPAS LLC, 148A MADISON STREET</u>
	<u>NEW YORK, NY 10002</u>

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

Date: 5-9-2006

Peter Lin

Signature of each Incorporator

STATE OF NEW YORK
COUNTY OF NEW YORK

In NEW YORK, on this 9TH day of MAY, 2006, personally
appeared before me PETER LIN

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.

Yang Qiao Xia
Notary Public
My Commission Expires: _____
YANG QIAO XIA
Notary Public, State of New York
No. 01YA6060279
Qualified in New York County
Commission Expires June 18, 2010