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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
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 China Merchant, 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:

Dry cleaning and laundry services. To employ, buy, sell, rent, and lease buildings,

goods, real estate, services, vehicles, etc. necessary to carry out the foregoing

activities. To carry on any other business or activity which may be lawfully carried on

by a corporation in the State of Rhode Island.

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

(a) *If only one class:* Total number of shares 8,000 (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.):

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

See attached

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PROVIDENCE, RHODE ISLAND

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

Not applicable

7. The address of the initial registered office of the corporation is 1815 Mineral Spring Avenue

(Street Address, not P.O. Box)

North Providence, RI 02904

and the name of its initial registered agent

at such address is Benjamin Aceto, CPA

(Zip Code)

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is none 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>Tze Ping Ng</u>	<u>76 Middle Road East Greenwich, RI 02818</u>
<u>Treasurer</u>	<u>Tze Ping Ng</u>	<u>76 Middle Road East Greenwich, RI 02818</u>
<u>Secretary</u>	<u>Tze Ping Ng</u>	<u>76 Middle Road East Greenwich, RI 02818</u>

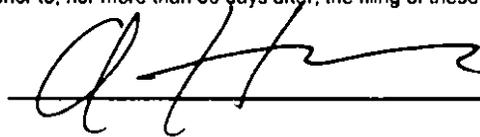
9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Tze Ping Ng</u>	<u>76 Middle Road East Greenwich, RI 02818</u>

10. Date when corporate existence is to begin April 1, 2003

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: March 28, 2003



Signature of each Incorporator

STATE OF Rhode Island

COUNTY OF Providence

In North Providence, on this 28th day of March, 2003, personally appeared before me Tze Ping Ng 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.



Notary Public

My Commission Expires: 5/20/06

## Fifth

If, for any reason, any stockholder is required to sell his or her stock, or if any stockholder desires to sell his or her stock, he or she shall dispose of his or her stock in the manner set forth herein:

He or she shall notify the Corporation of his or her desire to sell or transfer by notice, in writing, delivered to the Corporation at its principal office, which notice shall contain the proposed transferee, if any, the proposed purchase price, if any, and any other terms of the proposed transaction. The Corporation shall, within thirty (30) days thereafter notify the offeror in writing of its intention to purchase all or any part of such shares and the price at which it shall accept the shares. The price at which such shares shall be bought by the Corporation shall be the price as then most recently determined by the Corporation for the purpose. The Corporation shall use its best efforts to determine, in its absolute discretion, such price as frequently as required to have in effect at all times a price which reasonably reflects the value of the shares, but no less often than annually. In the event the offeror disputes the validity of the purchase price determined by the Corporation, the offeror may elect to have the price of the offered shares determined by a single appraiser, mutually chosen, at shared offeror/corporate expense. The appraiser shall be an individual who is or has been engaged on a full time basis in the valuation of closely held corporations. The appraised value shall be divided by the total number of shares of the Corporation's common stock issued and outstanding on the deemed day of sale of the withdrawing shareholder's stock, and the quotient shall be deemed the fair market value of each share.