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ID Number:

136956



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 APSARA PALACE, 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:

PLEASE SEE EXHIBIT "B" ATTACHED HERETO AND MADE A PART HEREOF.

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

(a) If only one class: Total number of shares 1,000 (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.):

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:

PLEASE SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

FILED

EXHIBIT "A"

In the event of the increase of the authorized common stock of the corporation, the holders of the common stock of the corporation, at that time outstanding, shall have exclusive right to subscribe in proportion to their holdings for the common stock so to be issued.

SIXTH: Provisions for the regulations of the internal affairs of the corporation:

In the event that any stockholder, or the respective heirs, administrators, executors, successors or assigns of any stockholder or any person or persons to whom title of any stockholder in stock of this corporation may devolve or pass by assignment for the benefit of creditors, appointment of a receiver, filing of a petition of bankruptcy, or by operation of law or otherwise, shall desire to sell the whole or any portion of his stock of this corporation, he shall, before offering the same for sale to any person give notice in writing to the corporation of his desire to sell the same to the corporation at the lowest price at which he is willing to sell said stock. Within twenty (20) days after the receipt of any such notice, the Board of Directors shall elect to purchase the shares so offered, the Secretary or Treasurer or some other officer designated by the Board of Directors shall forthwith and within said twenty (20) days deliver in person to such stockholder or mail by registered mail, postage prepaid addressed to him at his usual post office address as stated on the books of the corporation such other officer of the election by the Corporation to purchase such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold. If such notice of election to purchase shall not be given within the time above limited, the stockholder shall be at liberty to sell his stock to any other party provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price not less than the price at which it was offered to the Corporation.

EXHIBIT "B"

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

To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, taverns, cafes, cafeterias, grills, buffets, diners, delicatessens, lunch rooms, coffee shops, lunchconettes, kitchens, bars, saloons, cocktail lounges, catering establishments, concessions, and other eating places and establishments of every kind and description, generally to conduct the business of restaurateurs, caterers, cooks, concessionaires, and suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein, to serve prepared foods and to prepare Thai, Vietnamese, Chinese, and Cambodian food both eating in and taking out, and to do such other things as are incident, proper or necessary to the operation of the business, or to the carrying out of any and all other purposes and to do everything done by those engaged in a similar line of business and for any other lawful purpose.

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

PLEASE SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

7. The address of the initial registered office of the corporation is 1441 Park Avenue
(Street Address, not P.O. Box)
Cranston, RI 02920 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Frank Mastrati, Jr., 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>
Director	Sophal Sok	37 Payan Street, West Warwick, RI 02893

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Sophal Sok	37 Payan Street, West Warwick, RI 02893

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

Date: 1/5/04 Sophal Sok

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cranston, on this 5th day of January, 2004, personally
appeared before me SOPHAL SOK,
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.

Gethy A. Weaver
Notary Public

My Commission Expires: _____

Gethy A. Weaver
Notary Public
My Commission Expires:
9/18/2004