

P95000054891

Fernando R. Baguini
(Requestor's Name)
6125 Gulf Rd. West
(Address)
Jacksonville, FL 32244
(City, State, Zip) (Phone #)

FILED
95 JUL 17 PM 12: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Riki Japanese Steak & Seafood Restaurant
(Corporation Name) (Document #)
2. Inc.
(Corporation Name) (Document #) 400001531 174
-07/06/95--01074--009
****122.50 ****122.50
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
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TALLAHASSEE, FLORIDA

W95-13980

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JUL 12 1995' BSB

(615)

JUL 17 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1995

FERNANDO R. RAGUINI
6125 GULF ROAD WEST
JACKSONVILLE, FL 32244

SUBJECT: RIKI JAPANESE STEAK & SEAFOOD RESTAURANT, INC.
Ref. Number: W95000013980

We have received your document for RIKI JAPANESE STEAK & SEAFOOD RESTAURANT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

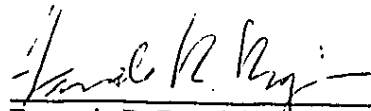
Letter Number: 995A00033416

July 14, 1995

Florida Department of State
Divisions of Corporations
PO BOX 6327
Tallahassee, FL 32314

Dear Sir:

In reference to the incorporation of Riki Japanese Steak & Seafood Restaurant, Inc.; I wish to notify you that I hereby am familiar with and accept the duties and responsibilities as registered agent for said company.


Fernando R. Raguini

CERTIFICATE OF INCORPORATION
OF
Riki Japanese Steak & Seafood Restaurant, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is Riki Japanese Steak & Seafood Restaurant, Inc..

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 3501 G. Ponce DeLeon Blvd., in the City of St. Augustine, County of St. Johns. The name of its registered agent at such address is Fernando R. Raguini. Registered agent accepts duties and responsibilities as registered agent.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 1000, all of which are to be common stock with par value of one dollar (\$1.00) per share.

5. Incorporator.

The name and mailing address of the incorporator is: Fernando R. Raguini, 6125 Gulf Rd. West, Jacksonville, FL 32244.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in

the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

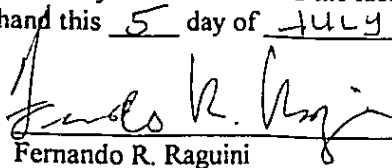
(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 5 day of JULY, 1995.


Fernando R. Raguini

State of Florida)

County of Duval) SS

BE IT REMEMBERED that on this 5th day of July personally came before me, a Notary Public for the State of Florida, Fernando R. Raguini, to me personally known to be the same person who executed the foregoing Certificate, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Notary Public

My commission expires:

6/99

OFFICIAL NOTARY SEAL
LESLIE A. HILL
NOTARY PUBLIC-STATE OF FLORIDA
COMMISSION NO. 00 472909
MY COMMISSION EXPIRES JUNE 14, 1999

P95000054891

A.B.S. PARALEGAL AND TAX SERVICES, Inc.

7628-5 103rd Street
Jacksonville, FL 32210
904-777-1533

March 12, 1997

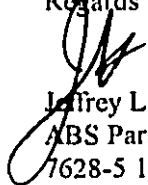
Division Of Corporations
PO BOX 6327
Tallahassee, FL 32314

RE: Amendment to the Articles of Incorporation

Dear Sir:

Please find enclosed the Amendment to the Articles of Incorporation for **RIKI JAPANESE STEAK & SEAFOOD RESTAURANT, INC.** If you have any questions, please contact me at 904-777-1533.

Regards



Jeffrey L. Hill
ABS Paralegal
7628-5 103rd St.
Jacksonville, FL 32210

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-04/04/97--01047--002
*****35.00 *****35.00

SH 4/8
Amend.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
RIKI JAPANESE STEAK & SEAFOOD RESTAURANT, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted: (indicate article number (s) being amended, added or deleted)

ARTICLE 8. MANAGEMENT

President: Fernando R. Raguini
6125 Gulf Road West
Jacksonville, FL 32244

Treasurer: Jonathan Evans Jr.
6125 Gulf Road West
Jacksonville, FL 32244

Advisor: Kuniko Raguini
6125 Gulf Road West
Jacksonville, FL 32244

Advisor: Sachi Evans
6125 Gulf Road West
Jacksonville, FL 32244

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TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 1, 1997.

FOURTH: Adoption of Amendment (s) (check one)

The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

The amendment (s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment (s):

"The number of votes cast for the amendment (s) was/were sufficient for approval by _____"
voting group

The amendment (s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment (s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this day 1st of April, 1997.

Signature Fernando R. Roguini
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FERNANDO R. ROGUINI

Typed or printed name

Incorporator

Title