

UCC SERVICES

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Division of Corporations

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Florida Department of State
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FOREIGN PROFIT QUALIFICATION

RA Sushi Palm Beach Gardens Corp.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. RA SUSHI PALM BEACH GARDENS CORP.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. APPLIED FOR

(FEI number, if applicable)

4. 11/05/04

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166

(Principal office address)

8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166

(Current mailing address)

8. ANY LEGAL BUSINESS ACTIVITIES

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI Services, Inc.

By: Ed Hand, Asst. Sec.

(Registered agent's signature)

EDWARD HAND, ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORSChairman: Taka YoshimotoAddress: 8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166Vice Chairman: Juan C. GarciaAddress: 8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166Director: Scott KilpatrickAddress: 8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166Director: Richard Howland, IIAddress: 8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166**B. OFFICERS**President: Joel A. SchwartzAddress: 8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166Vice President: (s) 1) Taka Yoshimoto 2) Scott Kilpatrick 3) Richard Howland, IIAddress: 8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166 (same address for all)Secretary: Juan C. GarciaAddress: 8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166Treasurer: Juan C. GarciaAddress: 8685 NW 53RD TERRACE, SUITE 201, MIAMI, FL 33166

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Juan C. Garcia, Secretary, Treasurer

(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RA SUSHI PALM BEACH GARDENS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF NOVEMBER, A.D. 2004.

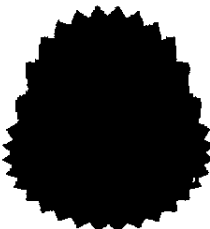
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RA SUSHI PALM BEACH GARDENS CORP." WAS INCORPORATED ON THE FIFTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3460049

DATE: 11-05-04