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CT CORP

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Division of Corporations

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Hibachi-San, Inc.

05 JUN 17 PM 6:14

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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. Hibachi-San, Inc.
(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 3. 95-4427868
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/27/1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1683 Walnut Grove Avenue Rosemead, CA 91770
(Principal office address)
- 1683 Walnut Grove Avenue Rosemead, CA 91770
(Current mailing address)

8. Own and operate fast food restaurant
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Rd.

Plantation, Florida 33324
(City) (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.

Michael J. Smith

(Registered agent's signature)

Michael J. Smith
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:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Andrew Jin-Chan Cherng

Address: 2040 Ashbourne Drive

S. Pasadena, CA 91030

Director: Peggy Tsiang Cherng

Address: 2040 Ashbourne Drive

S. Pasadena, CA 91030

B. OFFICERS

President: Thomas Davin

Address: 9 Cherry Hills Lane

Newport Beach, CA 92660

Vice President: _____

Address: _____

Secretary: R. Michael Wilkinson

Address: 6351 Turnberry Circle

Huntington Beach, CA 92648

Treasurer: _____

Address: _____

Please see attached list

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. JOHN F. HEVER, CFO

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

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HIBACHI-SAN, INC.
Federal ID No. 95-4427868
Corporate Officers and Directors

Andrew Jin-Chan Chong	Chairman & Director	2040 Ashbourne Drive, South Pasadena, CA 91030	(626) 799-2331
Peggy Tsang Chong	Chief Executive Officer/Treasurer & Director	2040 Ashbourne Drive, South Pasadena, CA 91030	(626) 799-2331
Thomas Davin	President/Chief Operating Officer	9 Cherry Hills Lane, Newport Beach, CA 92660	(949) 760-8039
John F. Thener	Chief Financial Officer	6208 West 77th Street, Los Angeles, CA 90045	(310) 338-9968
R. Michael Wilkinson	Secretary	4951 Turnberry Circle, Huntington Beach, CA 92648	(714) 356-3131
Stanley N. Lio	Asst. Secretary	3188 E. Rubio Street, Altadena, CA 91001	(626) 798-0292
Irene M. Cheng	Asst. Secretary	1025 Teothill Street, South Pasadena, CA 91030	(626) 403-6850

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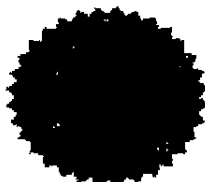
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIBACHI-SAN, INC." 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 SIXTH DAY OF APRIL, A.D. 2005.



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050227662

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3794221

DATE: 04-06-05