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Florida Department of State

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Hibachi-San, Inc.

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

3. 95-4427868
(FEI number, if applicable)

4. 8/27/1993
(Date of incorporation)

5. Perpetual
(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)

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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
Michael J. Smith
Assistant Secretary
(Registered agent's signature)

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. 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. THEUER, CFO
(Typed or printed name and capacity of person signing application)

HIBACHI-SAN, INC.

Federal ID No. 95-4427868
Corporate Officers and Directors

Andrew Jin-Chan Cherng	Chairman & Director	2040 Ashbourne Drive, South Pasadena, CA 91030	(626) 799-2331
Peggy Tsiang Cherng	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. Theuer	Chief Financial Officer	6208 West 77th Street, Los Angeles, CA 90045	(310) 338-9968
R. Michael Wilkinson	Secretary	6951 Turnberry Circle, Huntington Beach, CA 92648	(714) 536-3151
Stanley N. Liu	Asst. Secretary	3188 E. Rubio Street, Altadena, CA 91001	(626) 798-0292
Irene M. Cheng	Asst. Secretary	1026 Foothill Street, South Pasadena, CA 91030	(626) 403-6850

Delaware

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.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3794221

DATE: 04-06-05