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FOREIGN PROFIT/NONPROFIT CORPORATION

RA Sushi South Miami 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 SOUTH MIAMI 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.

(FEI number, if applicable)

4. 12/05/06

(Date of incorporation)

5.

PERPETUAL

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

6. UPON QUALIFICATION

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

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 PURPOSE INCLUDING RESTAURANT 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 NOT acceptable)

Name: **NRAI Services, Inc.**

Office Address: **2731 Executive Park Dr., Ste 4**

Weston

(City)

, Florida **33331**

(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.

Alison Hand, ASST SEC

(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.

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

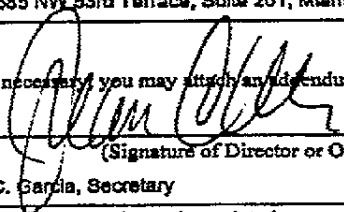
A. DIRECTORS

Chairman: Joel A. SchwartzAddress: 8885 NW 53rd Terrace, Suite 201, Miami, FL 33166Vice Chairman: Takanori YoshimotoAddress: 8885 NW 53rd Terrace, Suite 201, Miami, FL 33166Director: Juan C. GarciaAddress: 8885 NW 53rd Terrace, Suite 201, Miami, FL 33166Director: Scott R. KilpatrickAddress: 8885 NW 53rd Terrace, Suite 201, Miami, FL 33166

B. OFFICERS

President: Joel A. SchwartzAddress: 8885 NW 53rd Terrace, Suite 201, Miami, FL 33166Vice President: Takanori YoshimotoAddress: 8885 NW 53rd Terrace, Suite 201, Miami, FL 33166Scott R. Kilpatrick, VP Operations, RA Sushi Division, 8885 NW 53rd Terrace, Suite 201, Miami, FL 33166Secretary: Juan C. GarciaAddress: 8885 NW 53rd Terrace, Suite 201, Miami, FL 33166Treasurer: Juan C. GarciaAddress: 8885 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

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

Delaware

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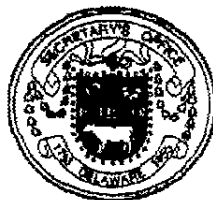
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RA SUSHI SOUTH MIAMI 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 SEVENTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RA SUSHI SOUTH MIAMI CORP." WAS INCORPORATED ON THE SIXTH DAY OF DECEMBER, A.D. 2006.

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

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TALLAHASSEE, FLORIDA



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A handwritten signature in cursive script that reads "Harriet Smith Windsor".

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5254121

DATE: 12-07-06