

F9500002025

CAPITOL SERVICES d/b/a
 PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
 1406 Hays Street, Suite 2
 (Address)
 Tallahassee, FL 32301 (904) 656-3992
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

900001465213
 -04/26/95--01052--011
 ****131.25 ****131.25

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

1. Berihang, Inc
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

RECEIVED
 55 APR 26 AM 11:30
 DIVISION OF CORPORATION
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 APR 26 PM 12:27
 mtr

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

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

Examiner's Initials

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

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

1. Benihana Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. 12/6/94
(Date of Incorporation)

4. perpetual
(Duration)

5. 65-0538630
(Federal Employer Identification number, if applicable)

6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 8685 N.W. 53rd Terrace, Miami, FL 33166
(Current mailing address)

8. Restaurant Business
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Rocky H. Aoki
Address: c/o Benihana Inc.
8685 N.W. 53rd Terrace, Miami, FL 33166

Vice Chairman: _____
Address: _____

Director: Joel A. Schwartz
Address: c/o Benihana Inc.
8685 N.W. 53rd Terrace, Miami, FL 33166

Director: Taka Yoshimoto
Address: c/o Benihana Inc.
8685 N.W. 53rd Terrace, Miami, FL 33166

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B. Officers:

President: Joel A. Schwartz
Address: c/o Benihana Inc.
8685 N.W. 53rd Terrace, Miami, FL 33166

Vice President: Taka Yoshimoto
Address: c/o Benihana Inc.
8685 N.W. 53rd Terrace, Miami, FL 33166

Secretary: Darwin C. Dornbush
Address: 747 Third Avenue, 11th Floor
New York, N.Y. 10017

Treasurer: Michael Burris
Address: c/o Benihana Inc.
8685 N.W. 53rd Terrace, Miami, FL 33166

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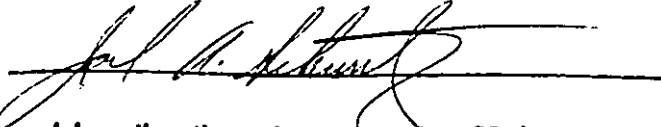
(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

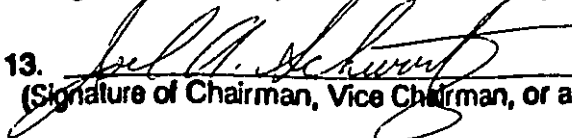
Name: Joel A. Schwartz
Office Address: c/o Benihana Inc., 8685 N.W. 53rd Terrace
Miami, Florida 33166
Zip Code

11. 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.

Registered agent's signature: 

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Joel A. Schwartz, President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BENIHANA 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 FOURTEENTH DAY OF APRIL, A.D. 1995.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 PM 12:27



Edward J. Freel

Edward J. Freel, Secretary of State

2458677 8300

950083025

AUTHENTICATION: 7472740

DATE: 04-14-95

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0101 FAX

800-342-8086

F95000002025



ACCOUNT NO. : 072100000032

REFERENCE : 772731 4700351

AUTHORIZATION : *Patricia Pizato*

COST LIMIT : \$ 35.00

ORDER DATE : December 15, 1995

ORDER TIME : 3:36 PM

ORDER NO. : 772731

CUSTOMER NO: 4700351

200001666452

CUSTOMER: Juan Garcia, Esq
Benihana National Corp.
8685 Northwest 53rd Terrace
Miami, FL 33166

CHANGE OF AGENT

NAME: BENIHANA INC.

FILED
95 DEC 20 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Elvis Bonilla

R.A. Change
12/21/95
DC



Resubmit

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1995

needed
file date

CSC NETWORKS
ELVIS BONILLA

SUBJECT: BENIHANA, INC.
Ref. Number: F9500002025

We have received your document for BENIHANA, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

PLEASE COMPLETE PART 1B. WITH THE DOCUMENT NUMBER. THIS NUMBER IS F9500002025.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 495A00054768

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95 DEC 21 PM 1:29
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is BENHANA, INC.

1b. Date of incorporation / 4/25/95 / Document number F95000002025
qualification

2. The name and address of the current registered agent and office:

JOEL A SCHWARTZ 8685 N.W. 53RD TERRACE
MIAM FLORIDA

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.
1201 Hays Street Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
12/7/95
DATE

Asst. Secretary
Typed or printed name and title
JUAN C. GARCIA, ASSISTANT SECRETARY

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: [Signature]
VICKI SCHREIBER (Registered Agent) ASST VICE PRESIDENT
DATE 12/18/95

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TALLAHASSEE, FLORIDA
3318