

F98000000035



ACCOUNT NO. : 072100000032
 REFERENCE : 654056 4700351
 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1997
 ORDER TIME : 9:15 AM
 ORDER NO. : 654056-005
 CUSTOMER NO: 4700351
 CUSTOMER: Juan Garcia, Esq
 Benihana National Corp.
 8685 Northwest 53rd Terrace
 Miami, FL 33166

500002389075-4

FOREIGN FILINGS

NAME: BENIHANA BRICKELL STATION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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1/5
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JAN -5 AM 10:30
 RECEIVED
 98 JAN -5 AM 9:59
 DIVISION OF CORPORATION

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. BENIHANA BRICKELL STATION CORP.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. 65-0718214

(FEI number, if applicable)

4. November 14, 1996

(Date of Incorporation)

5. perpetual

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

6. upon filing

(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 33166-4591

(Current mailing address)

8. Operate a sushi restaurant.

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

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, 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.

Corporation Service Company

By: Stacey A Gilbert, 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 addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: See Attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Juan C. Garcia, Secretary

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

DIRECTORS' NAMES AND ADDRESSES:

Rocky H. Aoki
8685 N.W. 53rd Terrace
Miami, FL 33166-4591

Joel A. Schwartz
8685 N.W. 53rd Terrace
Miami, FL 33166-4591

Michael R. Burris
8685 N.W. 53rd Terrace
Miami, FL 33166-4591

OFFICERS' NAMES AND ADDRESSES:

Rocky H. Aoki, President
8685 N.W. 53rd Terrace
Miami, FL 33166-4591

Joel A. Schwartz, Executive Vice President
8685 N.W. 53rd Terrace
Miami, FL 33166-4591

Taka Yoshimoto, Vice President
8685 N.W. 53rd Terrace
Miami, FL 33166-4591

Michael R. Burris, Vice President of Finance
8685 N.W. 53rd Terrace
Miami, FL 33166-4591

Juan C. Garcia, Secretary and Treasurer
8685 N.W. 53rd Terrace
Miami, FL 33166-4591

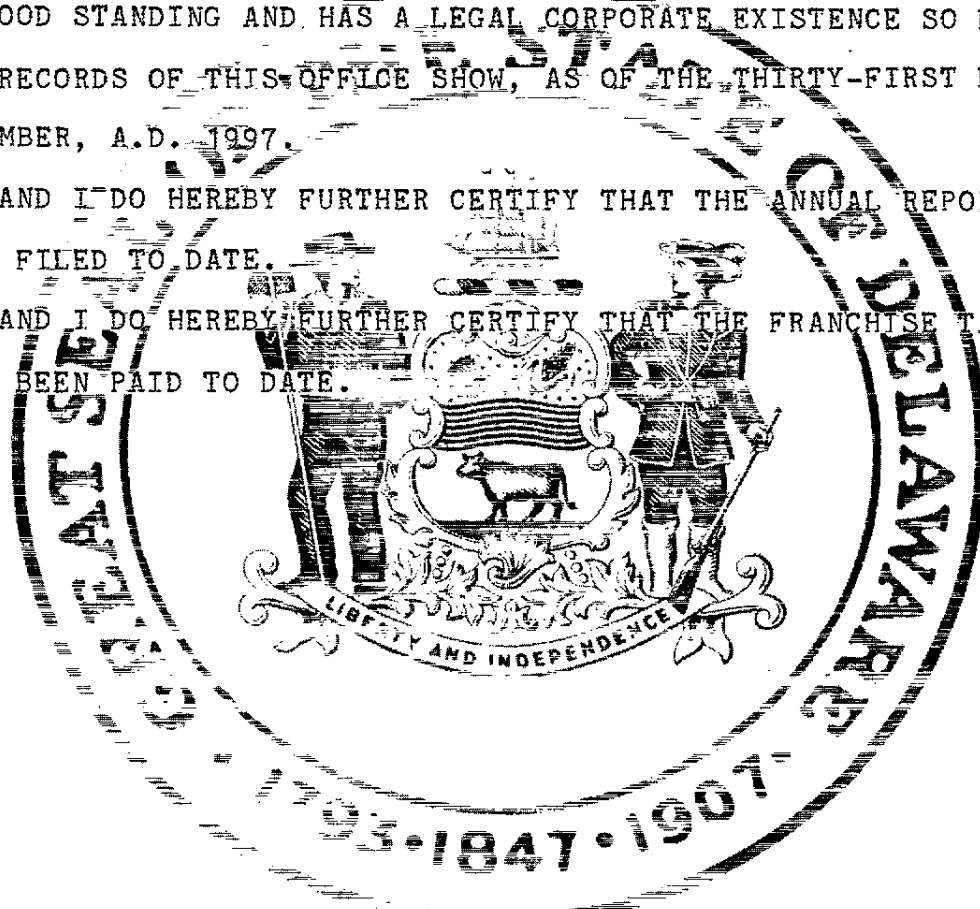
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BENIHANA BRICKELL STATION 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 THIRTY-FIRST DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 8842841

DATE: 12-31-97