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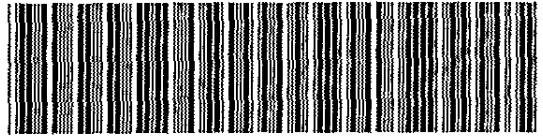
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# ALBERTO AMOROS

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April 13, 2004

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

Attn.: Registration Section

Dear Sirs:

Please find enclosed herewith an original and two copies of the Articles of Organization of

## SUSHI CAFÉ LLC

and a check for \$ 155.00 in favour of the Florida Department of State, in order to file such document. Please provide the undersigned with one certified copy of the Articles of Organization and one stamped copy.

The name has not been reserved, however an inquire was made, with the result that at the time the inquire was made the name was available.

Very truly yours,



ARTICLES  
OF  
ORGANIZATION

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Sushi Café Limited Liability Company

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FILED  
04 APR 15 AM 9:19  
615 W 51 ST W 40

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, as amended, (the "Act"), do sign, verify and deliver to the Department of State of the State of Florida these Articles of Organization.

ARTICLE I  
NAME OF COMPANY

The name of the limited liability company is Sushi Café LLC (the "Company").

ARTICLE II  
PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the limited liability company, is as follows: 12161 Sheridan Street, Cooper City, Florida 33026-1400.

ARTICLE III  
REGISTERED AGENT

The name and address of the Company's initial registered agent in the State of Florida is as follows: Mr. Harry Hak Lee Chung, 12161 Sheridan Street, Cooper City, Florida 33026-1400.

ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL  
MEMBERS

Additional persons may be admitted to the Company as Members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining Members entitled to vote.

ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- A. The unanimous written consent of all the Company's Members;
- B. Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a Member, or any other event which terminates the membership of a Member in the Company, the existence and business of the Company shall be continued by the remaining Members without the necessity for the consent or vote of the Members.

ARTICLE VI  
MANAGEMENT

The Company shall be a manager-managed Company. A manager may be, but need not be, a Member of the Company. The Company shall have no less than two (2) nor more than five (5) Managers, as set forth in the Operating Agreement. The names and business address of the initial Managers who shall serve until the first annual

granted by the Act, or by any other law or its limited liability company agreement, together with the powers incidental thereto, including such powers and privileges as are necessary or convenient to the conduct, promotion or attainment of the business or activities of the Company.

#### ARTICLE IX LIMITATION OF LIABILITY

Members and Managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company.

#### ARTICLE X OPERATING AGREEMENT

The manner in which the Company conducts its business and affairs, the duties and authority of its Manager(s), and the rights and obligations of its Member(s), to the extent not expressly required by and provided for in the Act, shall be set forth in the operating agreement adopted by the initial Member(s) of the Company. Said operating agreement may from time to time be amended in accordance with the provisions contained therein.

#### ARTICLE XI ALLOCATION OF PROFITS OR LOSSES

The net profits or the net losses of the Company for each Fiscal Year shall be allocated to the Members in accordance with their respective Percentage Interests.

#### ARTICLE XII INDEMNIFICATION

A. The Company will indemnify an individual made a party to a proceeding because he is or was a manager, officer, organizer, employee or agent of the Company against liability incurred in the proceeding if:

1. He conducted himself in good faith;

2. He reasonably believed that his conduct was in or at least not opposed to the Company's best interest; and
  3. In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.
- B. Indemnification will also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the interests of the participants in and beneficiaries of the plan.
- C. The Company will pay for or reimburse the reasonable expenses incurred by a manager, officer, organizer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:
1. The individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described in this article;
  2. The individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and
  3. A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph will be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

- D. The indemnification and advance of expenses authorized in this article will not be exclusive to any other rights to which any manager, officer, organizer, employee or agent may be entitled under any agreement, vote of Members or disinterested managers or otherwise. These Articles of Organization may not

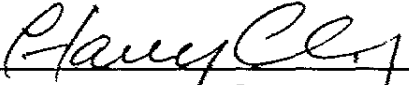
be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled to such. These Articles of Organization may not be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

- E. In addition to the foregoing, the Company will indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and will pay all costs and expenses incurred by or imposed on them as a result of the same, including compensation based on the usual charges for expenditures required of them in pursuit of the defense against any liability arising on the account of acting as organizers or on the account enforcing the indemnification right under this article, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

ARTICLE XIII  
AMENDMENTS

These Articles of Organization may be amended only by a majority in interest vote of the Members.

IN WITNESS WHEREOF, the undersigned Authorized Representative has executed these Articles of Organization on this thirteen day of April, 2004.

  
\_\_\_\_\_  
Harry Hak Lee Chung  
Authorized Representative

STATE OF FLORIDA            )  
  )ss.:  
COUNTY OF MIAMI-DADE    )

Before me personally appeared Harry Hak Lee Chung who is known to me to be

the person who executed the foregoing articles of organization on behalf of Sushi Café Limited Liability Company.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal on this thirteen day of April, 2003.



*Alberto Amoros*

Notary Public  
State of Florida at Large



CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT & REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the limited liability company is:

Sushi Café Limited Liability Company

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

Harry Hak Lee Chung  
12161 Sheridan Street  
Cooper City, Florida 33026-1400

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Harry Hak Lee Chung

Date: April 13, 2004