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Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

C & P SUSHI, LLC.

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ARTICLES OF ORGANIZATION OF:

C & P SUSHI, LLC.

The undersigned subscriber to these Articles of Organization is a Natural Person competent to contract and hereby form a Limited Liability Company under the provisions of Chapter 608.407 of the Florida Statutes.

ARTICLE I - NAME

The name of this Limited Liability Company shall be
C & P SUSHI L.L.C (Hereinafter, "Company").

ARTICLE II - ADDRESS

The mailing address of the principal office of this Company shall be 22308 Calibre Court - Suite 1209 - Boca Raton, FL 33433.

The Principal address of this Company is 5881 N University Drive - Tamarac, FL 33321.

ARTICLE III - DURATION / TERM OF EXISTENCE

This Company shall commence its existence on the date of the filing of these Articles with the Department of State. The existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSE OF BUSINESS AND POWERS

This Company may engage in any legal and lawful activity or business permitted under the laws of the United States and of this state. This Company may exercise all power and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of this Company shall contribute to the capital of the Company the cash or property set forth in a written subscription agreement.

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ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to this company only on the unanimous consent of all the members.

ARTICLE V I - MEMBERS

The initial Member(s) of this Company at the moment of its organization is (are):

<u>NAME</u>	<u>ADDRESS</u>
Christopher A. Caplan	22308 Calibre Court, Suite 1209 Boca Raton, FL 33433

ARTICLE V II - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to this Company except with the unanimous consent of the majority of the members of this Company and on the terms determined by these Articles of Organization.

ARTICLE IX - RESTRICTION ON MEMBERSHIP

A member may transfer his or her interest in this Company as set forth in the regulations of this Company, but the transferee shall have no right to participate in the management of the business and affairs of this Company or become a member unless the majority of the members of this Company other than the member proposing to dispose of his or her interest approve the proposed transfer by written consent.

ARTICLE X - MANAGEMENT

This Company shall be managed by individuals in accordance with the regulations adopted by the members for the management of the business and affairs of this company. These regulations may contain any provisions for the regulation and management of the affairs of this Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial individuals who shall serve as the initial manager(s) until the successor(s) is(are) elected and qualify(ies) in accordance with the regulations of this Company is(are) as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher A. Caplan General Manager	22308 Calibre Court, Suite 1209 Boca Raton, FL 33433

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ARTICLE X – AMENDMENT

These Articles of Organization may be amended in accordance with the Limited Liability Company Act

ARTICLE XI – MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this Company, the remaining members shall have the right to continue the business provided there is at least one remaining member.

ARTICLE XII – DISSOLUTION

This Company may be dissolved at any time on the affirmative vote of at least two thirds (2/3) of majority of the members of this Company entitled to vote thereon. On dissolution, the Company's property and assets shall, after payment of all debts of the Company, be distributed to the members according to the preceding contribution of each one to the capital of this Company.

ARTICLE XIV – INITIAL REGISTERED AGENT

The street address of the initial office of this Company shall be 22308 Calibre Court Suite 1209 – Boca Raton, FL 33433 and the name of the initial individual serving as registered agent of this Company at that address is Christopher A. Caplan.

IN WITNESS WHEREOF, the undersigned being the original members/organizers here in above named for the purpose of forming a Company to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Company, here by declaring and certifying that the facts herein stated all true set forth and hereunto set our hands and seals this July 30, 2004.


Christopher A. Caplan
General Manager

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**CERTIFICATE OF DESIGNATION OF
OFFICE AND REGISTERED AGENT**

*PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE
REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF
FLORIDA.*

1. The name of the Company is *C & P Sushi, L.L.C.*
2. The name and address of the agent and office is:

CHRISTOPHER A. CAPLAN

Registered Agent


22308 Calibre Court Suite 1209

Address

Boca Raton, FL 33433

City - State - Zip

*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 the capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my position as registered agent as provided for in Chapter 608 - F.S.*


Christopher A. Caplan
Gen. Manager (Signature)

7/30/04
(Date)