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RUSSELL H. CULLEN, P.A.
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99228 OVERSEAS HIGHWAY
KEY LARGO, FLORIDA 33037

RUSSELL H. CULLEN

October 19, 2000

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Division of Corporations
409 East Gaines St.
Tallahassee, FL. 32399

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*****78.75 *****78.75

Dear Sir/Madam,

Please find enclosed the original copy for 5 Articles of Incorporation. A check for \$78.75 to cover the cost for each Corporation is attached. Please forward all documents back to this office upon completion. Thank you.

If you have any questions in regard to this matter please give me a call.

Very truly yours,



DARYL CULLEN
Legal Secretary

/djc
Enclosures as stated

FILED
00 OCT 20 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SUSHI NAMI JAPANESE RESTAURANT, INC.**

ARTICLE I – NAME

The name of the corporation is:

SUSHI NAMI JAPANESE RESTAURANT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, having a \$1.00 par value. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is:

99470 Overseas Hwy.
Key Largo, FL 33037

The mailing address of the initial corporate office is P. O. Box 548, Key Largo, FL 33037.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Russell H. Cullen, whose address is 99228 Overseas Hwy, Key Largo, Florida 33037.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one Director. The initial Board of Directors shall have one director. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than ten. The name and address of the initial Board of Directors of the corporation is:

Lomveha Physaysavath
9 Cormoran Dr.
Key Largo, FL 33037

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Lomveha Physaysavath, 9 Cormoran Dr., Key Largo, FL 33037.

ARTICLE X - INDEMNIFICATION


The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the

Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of October, 2000.

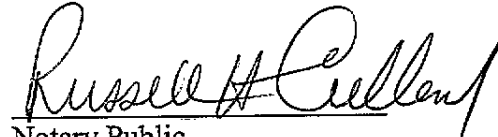

Lomveha Physaysavath
Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Lomveha Physaysavath, who [] is personally known to me or [X] has produced FL DL P22152059845 as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.



RUSSELL H. CULLEN, JR.
COMMISSION # CC633897
EXPIRES MAY 28, 2001
BONDED THROUGH
ATLANTIC BONDING CO. INC


Notary Public

Print
My Commission Expires:

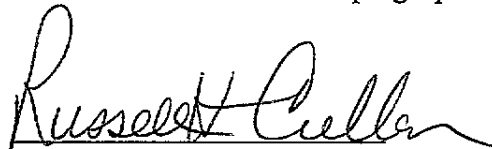
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Section 48.091 and Section 706.034, Florida Statutes:

SUSHI NAMI JAPANESE RESTAURANT, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 99470 Overseas Highway, Key Largo, Monroe County, State of Florida, names as its agent to accept service of process within this State: Russell H. Cullen, Esq., 99228 Overseas Highway, Key Largo, Florida 33037.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Russell H. Cullen, Esq.
Registered Agent

Date: October 16, 2000

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00 OCT 20 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA