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TRANSMITTAL LETTER

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

Florida Department of State
Division of Corporations
P.O.BOX 6327
Tallahassee, FL 32314

Dear Sir or Madam,

SUBJECT: GOLDEN PALACE SUSHI, INC.

Enclosed an original and one (1) copy of the articles of incorporation and a check for \$78.75

FROM: CHRISTINE CHEW & ASSOCIATES, INC.

539 N MILLS AVE

ORLANDO, FL 32803

PHONE: (407)-894-7259

FAX: (407)-898-4936

Enclosure Original and One Copy of Articles

FILED
01 MAR 28 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FL 32314

4-2-01
10-2-01
10-2-01

FILED
01 MAR 28 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Articles of Incorporation

Of

GOLDEN PALACE SUSHI, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be:

GOLDEN PALACE SUSHI, INC.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

1863 WELLS RD #130
ORANGE PARK, FL 32073

Article III - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 at \$1.00

Article IV - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

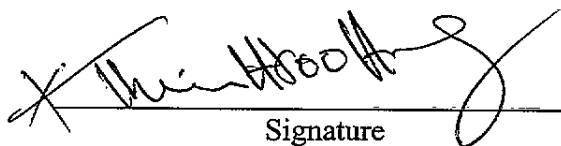
THEIN HTOO AUNG
1863 WELLS RD #130
ORANGE PARK, FL 32073

Article V - Incorporator(s)

The name(s) and street address of the incorporator(s) to these Articles of Incorporation is(are):

THEIN HTOO AUNG
1863 WELLS RD #130
ORANGE PARK, FL 32073

The undersigned incorporator(s) has(have) executed these Articles of Incorporation on MARCH 16, 2001


Signature

Article VI-Officers & Directors

The names and address of the initial officers if the corporation who shall hold office
For the corporation, or until their successors are elected or appointed are:

THEIN HTOO AUNG/PRESIDENT

1863 WELLS RD #130

ORANGE PARK, FL 32073

***Certificate of Designation of
Registered Agent/Registered Office***

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

GOLDEN PALACE SUSHI, INC.

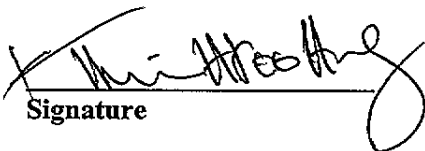
2. The name and address of the registered agent and office is:

THEIN HTOO AUNG
1863 WELLS RD #130
ORANGE PARK, FL 32073

FILED
01 MAR 28 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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.


Signature

3/22/01
DATE