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ACCOUNT NO. : 072100000032

REFERENCE : 101362 83925A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 3, 2001

ORDER TIME : 12:22 PM

ORDER NO. : 101362-005

CUSTOMER NO: 83925A

CUSTOMER: Suzanne W. Greene, Esq  
Suzanne Worrall Green, P.a.

105-b Solana Road

Ponte Vedra Bea, FL 32082

DOMESTIC FILING

NAME: HIROSHI HIGA'S EDOS JAPANESE  
RESTAURANT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

700003953237--2  
-04/03/01--01061-017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
2001 APR -3 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
01 APR -3 PM 1:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**HIROSHI HIGA'S EDOS JAPANESE RESTAURANT, INC.**

**FILED**

2001 APR -3 PM 2:49

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this Corporation is HIROSHI HIGA'S EDOS JAPANESE RESTAURANT, INC.

**ARTICLE II**

The Corporation shall exist upon the filing of these Articles.

**ARTICLE III**

The general nature of the business to be transacted by this Professional Service Corporation is:

- (a) To engage in every phase and aspect of the business a restaurant.
- (b) To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment for the furthering of the restaurant business.
- (c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the proposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and; in general, either alone or in association with other corporations, firms, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental

to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objects of this Corporation.

- (d) The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

#### **ARTICLE IV**

This Corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE V**

The Principal office and mailing address of the corporation is 9825-24 San Jose Blvd. Jacksonville, FL 32257.

#### **ARTICLE VI**

The street address of the initial registered office of this Corporation is 9825-24 San Jose Blvd, Jacksonville, Florida 32257, and the name of the initial registered agent of this Corporation at that address is Hiroshi Higa.

#### **ARTICLE VII**

Preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the

corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE VIII:**

The names and addresses of each incorporator are:

Hiroshi Higa  
15 Millie Drive  
Jacksonville Beach, Florida 32250

#### **ARTICLE IX**

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one. The name and address of the initial Directors of this Board of Directors are:

Hiroshi Higa  
15 Millie Drive  
Jacksonville Beach, Florida 32250

Akemi Higa  
15 Millie Drive  
Jacksonville Beach, Florida 32250

#### **ARTICLE X**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### **ARTICLE XI:**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto, in any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE XII:**

Any amendment of the Articles of Incorporation of the proposed will require a vote of 65% of the shareholders. Any amendment of bylaws of the corporation shall not be amended without a 65% of the shareholders approving and ratifying such amendment.

## **ARTICLE XIII**

In order to ratify the following actions, a 100% vote of the shareholders is required:

1. Sale or acquisition of assets in excess of \$2,000.00.
2. Merger, consolidation or reorganization.
3. Liquidation or dissolution.
4. Borrowing of money.

In order to ratify the following actions, a 65% vote of the shareholders is required:

1. Annual salaries, bonuses, dividends, loans and other compensation or distributions of the corporation's profits to the shareholders, officers and/or directors.
2. Election of directors.
3. Hiring and termination of employees at a salary in excess of \$15,000.00 per year.
4. All transactions that are not in the ordinary course of business.

## **ARTICLE XIV**

Unless other prohibited by the laws of the State of Florida, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, signed by all the directors is filed in the minutes of the proceedings of such board of directors. Such consent shall have the same effect as a unanimous

vote.

#### **ARTICLE XV**

Pursuant to the laws of the State of Florida, any action required to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than a minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote thereon were present and voted. This action shall not be taken in regard to those matters provided in Article XIII of the Articles of Incorporation in which event a special meeting shall be required to be called and held for those purposes. Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those shareholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

IN WITNESS WHEREOF, we the subscribers have executed these Articles of  
Incorporation this 30 day of March 2001

Hiroshi Higa  
Hiroshi Higa

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared HIROSHI HIGA,  
personally known to me to be the individual described in and who executed the foregoing  
instrument, or who produced FL DLT H 200-320-61-228-0 as identification  
and who (did/did not) take an oath, and who acknowledged the execution thereof to be their own  
free act and deed.

WITNESS my hand and seal this 30 day of March, 2001.



Suzanne Worrall Green  
Notary Public, State of Florida  
My Commission Expires:

## DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

### WITNESSETH

That HIROSHI HIGA'S EDOS JAPANESE RESTAURANT, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville Beach, Florida has named Hiroshi Higa as its agent to accept service of process within this State.

### ACKNOWLEDGMENT

Having been named by the incorporator of HIROSHI HIGA'S EDOS JAPANESE RESTAURANT, INC., to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 30 day of March, 2001.

Hiroshi Higa  
HIROSHI HIGA  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA