

LAW OFFICES
DENIS A.
COHRS
A PROFESSIONAL CORPORATION

2575 Ulmerton Road • SUITE 210 • CLEARWATER, FLORIDA 33762

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*****70.00 *****70.00

January 29, 2002

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB - 1 PM 12:15

RE: Articles of Incorporation of Sushi Rock Grill, Inc.

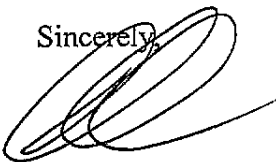
Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation of the above-referenced corporation. Please file these Articles and return one filed-stamp copy to this office.

Additionally, enclosed is this firm's check made payable to the Florida Secretary of State in the amount of \$70.00 in payment of the required filing fees.

Should you have any questions with respect to this matter, please do not hesitate to contact us.

Sincerely,



Denis A. Cohrs

DAC/pb
Enclosures

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2-7-02
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**ARTICLES OF INCORPORATION
OF
SUSHI ROCK GRILL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB - 1 PM 12:16

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name and Mailing Address**

The name of this corporation shall be:

SUSHI ROCK GRILL, INC.

The address of the principal office and the mailing address of this corporation is:

1018 Monterey Blvd. N.E.
St. Petersburg, Fl. 33704

**ARTICLE II
Existence of Corporation**

This corporation shall begin existence on the 29th day of January, 2002, and shall thereafter have perpetual existence.

**ARTICLE III
Purposes**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
Powers

This corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (2000), as may be amended from time-to-time.

ARTICLE V
Capital Stock

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

ARTICLE VI
Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

**2575 Ulmerton Road, Suite 210
Clearwater, Florida 33762**

and the name of the corporation's initial registered agent at such address is:

Denis A. Cohrs.

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (2000), as may be amended from time-to-time.

ARTICLE VII
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Laura L. Harris	1018 Monterey Blvd. N.E. St. Petersburg, FL 33704

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

ARTICLE VIII
Incorporators

The name and address of each incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Laura L. Harris	1018 Monterey Blvd. N.E. St. Petersburg, FL 33704

ARTICLE IX
Indemnification

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (2000), as amended from time-to-time.

ARTICLE X
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the
uses and purposes therein stated.

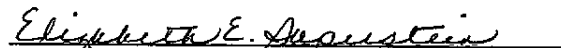


Laura L. Harris
Incorporator

STATE OF ILLINOIS)
COUNTY OF COOK)

BEFORE ME, the undersigned authority, on this 19th day of January, 2002,
personally appeared **Laura L. Harris**, to me well known to be the person described in and
who signed the foregoing Articles of Incorporation, and acknowledged to me that she
executed the same freely and voluntarily for the uses and purposes therein expressed and
who (✓) is personally known to me or () produced a Florida Driver's License as
identification.

WITNESS my hand and official seal the date aforesaid.


Elizabeth E. Saperstein
(Print Name of Notary Public)

Notary Public for State of Florida
My Commission Expires:
(SEAL)




FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB -1 PM 12:16

Acceptance of Registered Agent

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (2000).

DATED this _____ day of January, 2002.

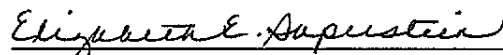


Denis A. Cohrs,
Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, on this 19th day of January, 2002, personally appeared **Denis A. Cohrs**, to me well known to be the person described in and who signed the foregoing Acceptance of Registered Agent, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed and who (✓) is personally known to me or () has produced a Florida Driver's License as identification.

WITNESS my hand and official seal the date aforesaid.



Elizabeth E. Saperstein

(Print Name of Notary Public)

Notary Public for State of Florida

My Commission Expires:

(SEAL)

