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02 AUG 15 PM 2:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 706474 7123683

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 15, 2002

ORDER TIME : 10:53 AM

ORDER NO. : 706474-005

CUSTOMER NO: 7123683

CUSTOMER: Rhesa Montes, Legal Asst
Dennis Rose, P.A.

Suite 207
1450 Madruga Avenue
Miami, FL 33146

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-08/15/02--01027--023

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

DOMESTIC FILING

NAME: KUBO RESTAURANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____

02 AUG 15 AM 11:46

RECEIVED

C. BLALOCK AUG 15 2002

**ARTICLES OF INCORPORATION
OF KUBO RESTAURANTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age and natural persons, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purposed of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation and its initial principal office shall be:

KUBO RESTAURANTS, INC.
3015 GRAND AVE / SPACE 212
COCONUT GROVE, FLORIDA 33133

ARTICLE II

This corporation is organized for the sole and specific purpose of conducting any and all legitimate business activity including but not limited to operating a restaurant or restaurants.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|------------------------------------|----------------------------|-----------------------|
| 1,000 | \$1.00 | common |

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 1450 Madruga Ave Suite 207 Coral Gables, Florida 33146 with the privilege of having its offices and branch offices at other places within or without of State of Florida. The initial registered agent at that address shall be G. DENNIS ROSE 1450 Madruga Ave. Suite 207 Coral Gables, Florida 33146

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first Board of Directors of the corporation, who shall hold office for the first year, or until their successors are duly elected and qualified shall be:

| Name | Address |
|-------------|---|
| MICHIO KUBO | 2823 Day Avenue Coconut Grove, Florida 33133 |

ARTICLE VIII

The names and addresses of the Subscribers, and the number of shares of stock they agree to take are:

| | | |
|-------------|------------------------------|------------|
| MICHIO KUBO | 2823 Day Avenue | 500 shares |
| | Coconut Grove, Florida 33133 | |

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are director or officers of, such other corporation. Any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested and shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract to transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and the dividends due them for any indebtedness of such stockholders to the corporation.

1412

ARTICLE XI

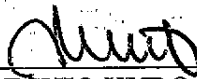
This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE XIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:



MICHIO KUBO
2823 DAY AVENUE
COCONUT GROVE, FLORIDA
33133

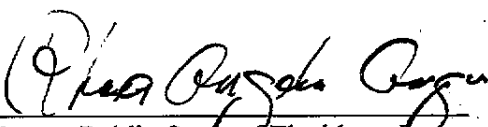
IN WITNESS WHEREOF, the undersigned, has set his hand and seals on 13 day of Aug 2002.

STATE OF FLORIDA }

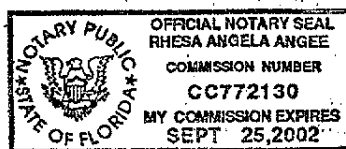
COUNTY OF DADE }

Before me, the undersigned authority, personally appeared MICHIO KUBO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that the executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 13 day of Aug 2002.



Notary Public State of Florida at Large

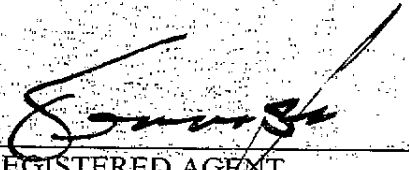


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

G. DENNIS ROSE, ESQ 1450 MADRUGA AVE
 SUITE 207
 CORAL GABLES, FL 33146

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


REGISTERED AGENT

8.13.02
DATE

STATE
TALLAHASSEE, FLORIDA

02 AUG 15 PM 2:42

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