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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-9-02
[Signature]

EDMUND D. QUINTANA, P.A.
LAWYERS

201 E. 4TH STREET
PANAMA CITY, FLORIDA 32401

EDMUND D. QUINTANA
BOARD CERTIFIED CIVIL TRIAL LAWYER
ALSO ADMITTED IN MISSISSIPPI

(850) 763-1177
FAX (850) 763-5551

December 4, 2002

Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Kobe Seafood Restaurant, Inc.

Ladies/Gentlemen:

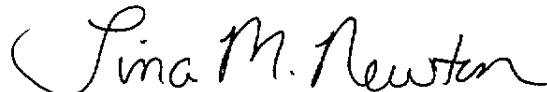
Enclosed herewith please find the original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Additionally, please find enclosed a check in the amount of seventy-eight dollars and 75/100 (\$78.75), which covers the following costs for the corporation:

- | | |
|--|-------|
| 1. Filing Fee for Articles of Incorporation | 70.00 |
| 2. Certified Copy of Articles of Incorporation | 8.75 |

Should you have any questions or need further clarification regarding the above, please feel free to call our office collect.

Very truly yours,



Tina M. Newton
Legal Secretary to
Edmund D. Quintana, Esq.

\tmn
Enc. as stated

FILED
02 DEC -5 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KOBE SEAFOOD RESTAURANT, INC.

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

I

NAME OF CORPORATION

The name of this corporation shall be KOBE SEAFOOD RESTAURANT, INC.

II

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the of the United States and the State of Florida.

III

CAPITAL STOCK

(a) The capital stock of this corporation shall consist of one thousand (1,000) shares of common stock having a par value of one dollar (\$1) per share.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

DURATION

This corporation shall have perpetual existence.

V

DATE OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin is at the time of subscription and acknowledgment of these Articles of Incorporation.

VI

PRINCIPAL OFFICE OF CORPORATION AND RESIDENT AGENT

The initial street address of the principal office and registered office of this corporation is 2727 West 23rd Street, Panama City, Florida 32405, and Ching Chu LeMoel is hereby designated as resident agent for this corporation.

VII

NUMBER OF DIRECTORS

This corporation shall have one (1) director, but the by-laws of this corporation may provide for such increase or decrease in the number thereof as is authorized by law.

VIII

NAME AND ADDRESS OF FIRST BOARD OF DIRECTORS

The name and street address of the First Board of Directors is as follows:

Ching Chu LeMoel

2727 West 23rd Street
Panama City, FL 32405

IX

NAME AND ADDRESS OF SUBSCRIBER TO CERTIFICATE OF INCORPORATION

The names and street address of the subscriber to this Certificate of incorporation is as follows:

Ching Chu LeMoel

2727 West 23rd Street
Panama City, FL 32405

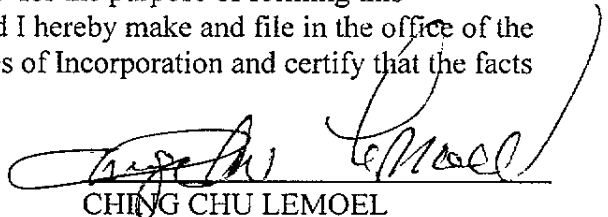
X
OFFICERS

The officer of this Corporation shall be Ching Chu LeMoel, as President and Treasurer. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

XI
BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a professional service corporation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 4th day of December 2002 for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


CHING CHU LEMOEL

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned, duly authorized to take acknowledgments and administer oaths, appeared Ching Chu LeMoel, personally before me, who, being first duly cautioned and sworn, upon her oath deposes and says that she has signed the above Articles of Incorporation for the conditions and purposes therein expressed. *Produced FL HC #*

SWORN TO AND SUBSCRIBED TO before me this 4th day of December, 2002.

GINA M. MURPHY
MY COMMISSION # CC 863301
EXPIRES: AUGUST 15, 2003
Bonded Thru Notary Public Underwriters

Gina M. Murphy

Notary Public
My commission expires:

FILED

02 DEC -5 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

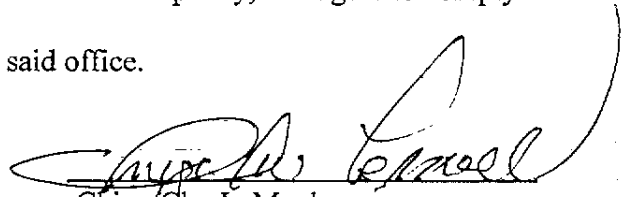
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48, Florida Statutes, the following is submitted, in compliance
with said Act:

THAT KOBE SEAFOOD 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 City
of Panama City, County of Bay, State of Florida, has named Ching Chu LeMoel, located at 2727
West 23rd Street, Panama City, Florida, 32405, as its agent to accept service of process within
this State.

ACKNOWLEDGMENT:

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


Ching Chu LeMoel
(Resident Agent)