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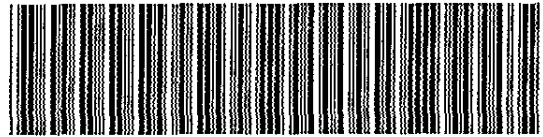
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JAN 21 PM 3:41

APPROVED  
AND  
FILED

*Richard C. Reper, Jr., P.A.*  
*Attorney at Law*

(904) 646-2600  
FAX (904) 646-2900  
E-MAIL: RCPJR@aol.com

5533 PERIMETER PARK BOULEVARD  
SUITE 602  
JACKSONVILLE, FLORIDA 32216

January 14, 2003

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: **Miyagi Japanese Steak House Inc., Inc.**

Dear Sir:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named new corporation for filing with the State of Florida. Also enclosed is my check in the amount of \$78.75 for the filing fee.

Please file the Articles and return the certificate and a certified copy of the Articles to me at your earliest convenience.

Sincerely,

  
Richard C. Reper, Jr.

RCP/shh  
enclosures

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**MIYAGI JAPANESE STEAK HOUSE, INC.**

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**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

The name of this corporation is:

**MIYAGI JAPANESE STEAK HOUSE, INC.**

The principal office and mailing address for this corporation shall be:

7143 Byebrook Court  
Jacksonville, Fl. 32216

**ARTICLE II**  
**DURATION**

This corporation shall exist perpetually.

**ARTICLE III**  
**PURPOSE**

This corporation is organized for the purpose of conducting any and all lawful business in the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue 100 shares of no par value common stock.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **8833 Perimeter Park Blvd., Suite 602, Jacksonville, Florida 32216**, and the name of the initial registered agent of this corporation at that address is **RICHARD C. PEPER, JR.**

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation are:

Jun Nam Yoo	7143 Byebrook Court Jacksonville, Fl. 32216
Kyung Ah Yoo	7143 Byebrook Court Jacksonville, Fl. 32216

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

**RICHARD C. PEPER, JR.**  
8833 Perimeter Park Blvd., Suite 602  
Jacksonville, Florida 32216

**ARTICLE VIII**  
**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

**ARTICLE IX**  
**INITIAL ISSUE AND TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Jung Nam Yoo	70 Shares
Kyung Ah Yoo	30 Shares

**ARTICLE X**  
**OFFICERS**

The name and post office address of the officer of this corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed and have qualified is as follows:

PRESIDENT  
SECRETARY/TREASURER:

Jung Nam Yoo  
Kyung Ah Yoo

**ARTICLE XI**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.


**ARTICLE XII**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII**  
**AMENDMENT**

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

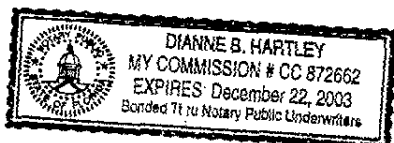
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of January, 2003.


  
\_\_\_\_\_  
RICHARD C. PEPPER, JR.

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared **RICHARD C. PEPPER, JR.**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal this 15 day of January, 2003, at Jacksonville, Duval County, Florida.



  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large  
My Commission Expires:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **MIYAGI JAPANESE STEAK HOUSE, 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 Jacksonville, County of Duval and State of Florida, has named **RICHARD C. PEPER, JR.**, located at 8833 Perimeter Park Blvd., Suite 602, Jacksonville, Florida 32216, as its agent to accept service of process within the 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 to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
**RICHARD C. PEPER, JR.**

APPROVED  
AND  
FILED  
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TALLAHASSEE, FLORIDA