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Florida Department of State
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To:

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From:

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FILED
05 MAY 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

sagawa capital, inc.

Certificate of Status	0
Certified Copy	1
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6

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ARTICLES OF INCORPORATION OF

SAGAWA CAPITAL, INC.

I, HAJIME SAGAWA, the undersigned incorporator of this corporation under Section 607.194, Florida Statutes, as amended, do hereby form this corporation and adopt the following Articles of Incorporation.

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ARTICLE I
NAME

The name of this corporation is SAGAWA CAPITAL, INC.

ARTICLE II
PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

- A. To engage in the business of proprietary investing, tendering investment banking advice and general business consulting;
- B. To do any other business, activity or endeavor which is lawful in the State of Florida.

ARTICLE III
DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of no par value stock.

ARTICLE V
INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

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ARTICLE VI
SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
HAJIME SAGAWA	540 Golden Harbour Drive Boca Raton, FL 33432	1

ARTICLE VII
DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
HAJIME SAGAWA	540 Golden Harbour Drive Boca Raton, FL 33432

ARTICLE IX
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the

same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 540 Golden Harbour Drive, Boca Raton, FL 33432, and the name of the initial Registered Agent of this corporation at that address is HAJIME SAGAWA.

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
ADDITIONAL RIGHTS AND POWERS

The corporation shall have the further right and power to:

A. From the time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or appeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted

accept service of process within Florida.

Signature: 
HAJIME SAGAWA

Date: May 12 2005

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 proper and complete performance of my duties.

Signature: 
HAJIME SAGAWA, Registered Agent

Date: May 12, 2005

corpsisagawa limited

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05 MAY 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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subject to this reservation.

DATED this 11 day of May, 2005.

Hajime Sagawa
HAJIME SAGAWA
Address: 540 Golden Harbour Drive
Boca Raton, FL 33432

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11 day of May, 2005, by HAJIME SAGAWA, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced Florida Driver's license as identification and who did take an oath.

NOTARY PUBLIC:



CLIFFORD B. HARK
MY COMMISSION # BD 259385
EXPIRES: January 7, 2008
Banded thru Budget Notary Services

sign Clifford B Hark
print CLIFFORD B HARK
State of Florida at Large

(Seal)
My Commission Expires:

**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 Section 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST, that HAJIME SAGAWA desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, has named HAJIME SAGAWA, located at 540 Golden Harbour Drive, Boca Raton, FL 33432, as its agent to

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