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(Address)

(Address)

(City/State/Zip/Phone #)

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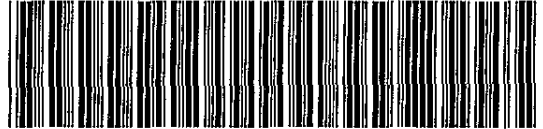
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAY -9 AM 8:41

m/05-24246

D. Brown MAY 18 2005

Accounting Management Advisors, Inc.

Established Since 1968

Congress Square, Ste J

4175 South Congress Ave

Lake Worth, FL 33461

Tel (561) 357-8885 Fax (561) 357-9112

Trusts  
Wills May 16, 2005  
Estates

Income Taxes  
Accounting  
Business Consulting

Ms. Doris Brown  
Document Specialist  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Ken S. Rotenberg, PA Document #W05000024246  
Yokohama Japanese Restaurant, Inc. Document #W05000024247

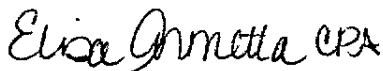
Dear Ms. Brown:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named corporations. I have revised the business purpose of both documents to include the specific business purpose as per your request.

Please process these documents, along with the Fictitious Name Registrations submitted earlier, at your earliest convenience.

Thank you in advance for your assistance with this matter. If you should have any questions, please feel free to contact me at (561) 357-8885.

Sincerely,



Elisa A. Armetta, CPA

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 12, 2005

ELISA A. ARMETTA, CPA/ACCTG. MGMT. ADVISORS, INC.  
CONGRESS SQUARE, STE. J  
4175 CONGRESS AVE.  
LAKE WORTH, FL 33461

SUBJECT: KEN S. ROTENBERG, P.A.  
Ref. Number: W05000024246

We have received your document for KEN S. ROTENBERG, P.A. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 005A00034404

**ARTICLES OF INCORPORATION  
Of**

**KEN S. ROTENBERG, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
05 MAY -9 AM 8:41

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for the purpose I hereby certify, declare and set forth as follows, to wit:

*Article I - Corporate Name*

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The name of the Corporation shall be:

KEN S. ROTENBERG, P.A.

*Article II - Location*

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The Corporate location and mailing address are:

7689 Rockport Circle  
Lake Worth, FL 33467

*Article III - Existence*

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The corporation shall exist perpetually unless dissolved according to Florida law.

*Article IV - Purpose*

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The corporation is organized for the purpose of engaging in any and all lawful business permitted under the laws of the United States and the State of Florida. The specific business purpose of the corporation is a Real Estate Broker.

*Article V - Capital Stock*

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The corporation is authorized to issue ONE THOUSAND (1,000) share at ONE dollar (\$1.00) par value, which shall be designated "Common Shares."

*Article VI – Initial Registered Office of Agent*

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The name of the Registered Agent and the street address of the initial registered office of the Corporation are:

Ken Rotenberg  
7689 Rockport Circle  
Lake Worth, FL 33467

*Article VII – Officers and Directors*

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The Corporation at all times shall have at least (1) one director. No person shall be required to own, hold or control stock in the corporation as a condition of holding an office in the corporation.

The name and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Ken Rotenberg  
7689 Rockport Circle  
Lake Worth, FL 33467

*Article VIII – Incorporators*

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

Ken Rotenberg  
7689 Rockport Circle  
Lake Worth, FL 33467

*Article IX – Bylaws*

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The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders.

*Article X*

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Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata 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 – Voting Rights*

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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 of stock.

*Article XII*

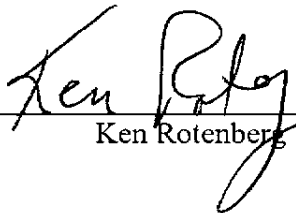
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The corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of the corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 5<sup>th</sup> day of MAY, 2005.

  
Ken Rotenberg

STATE OF FLORIDA  
COUNTY OF PALM BEACH:

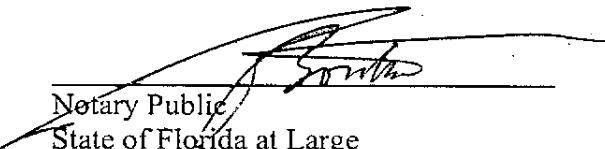
BEFORE ME, the undersigned Notary Public, duly authorized in the State and County  
aforesaid to take acknowledgements and administer oaths, personally appeared

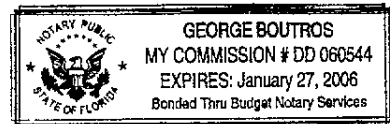
Ken Rotenberg

Who is not personally known by me and who in my presence executed the foregoing  
instrument and who under oath acknowledged before me that he executed same.

WITNESS my hand and official seal in the County & State as aforesaid this 5TH  
day of May, 2005.

My commission expires: 1/27/2006 # DD060544

  
Notary Public  
State of Florida at Large



Certificate designating place of business or domicile for the Service of Process within the State of Florida, naming agent upon whom Process may be served.

Ken Rotenberg

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that,

KEN S. ROTENBERG, P.A.

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at:

7689 Rockport Circle  
Lake Worth, FL 33467


Has named:

Ken Rotenberg  
7689 Rockport Circle  
Lake Worth, FL 33467

As its agent to accept service of process within this State.

#### ACKNOWLEDGEMENT

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 provision of said Act relative to keeping open said office.

  
Ken Rotenberg

05 MAY -9 AM 8:41

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS