

Aug. 29. 2005 1:12PM
Division of Corporations

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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : TODD WATSON, ATTORNEY AT LAW
Account Number : I19990000260
Phone : (904) 739-9747
Fax Number : (904) 739-9748

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Koi Japanese Steak House, Inc.

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ARTICLES OF INCORPORATION
OF
KOI JAPANESE STEAK HOUSE, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is Koi Japanese Steak House, Inc. The principal office and mailing address is 7771 Mount Ranier Road, Jacksonville, Florida 32256.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

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ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Duong To	7771 Mount Ranier Dr. Jacksonville, FL 32256
Nga Phan	11648 Hampton Park Blvd. Jacksonville, Florida 32256
Nguyen Phan	7771 Mount Ranier Dr. Jacksonville, Florida 32256

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the Incorporator is as follows:

Todd Watson, Attorney at Law	7785 Baymeadows Way, Suite 107 Jacksonville, Florida 32256
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ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

EXECUTION

Under penalties of perjury, the undersigned, Todd Watson, Attorney at Law, having been duly authorized, declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

DATED this 29th day of August, 2005.



Todd Watson, Attorney at Law, Incorporator

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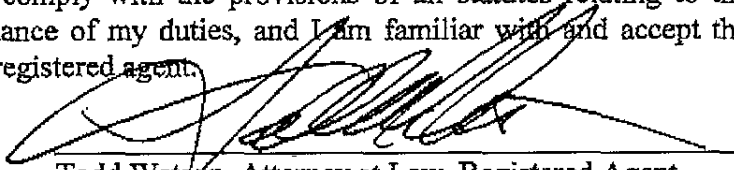
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ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Todd Watson, Attorney at Law, Registered Agent

Date: August 24, 2005

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