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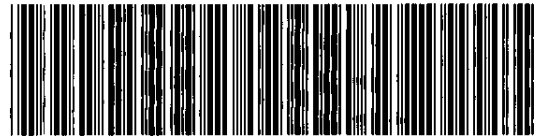
(Business Entity Name)

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TALLAHASSEE, FLORIDA

T. CLINE

MAY 28 2010

EXAMINER

McLEOD LAW FIRM

Attorneys and Counselors at Law
Post Office Drawer 950
Apopka, Florida 32704-0950
www.mcleodlawfirm.com

Johnie A. McLeod
(1921 – 2003)

Raymond A. McLeod
William J. McLeod

48 East Main Street (32703)
Telephone: (407) 886-3300
Facsimile: (407) 886-0087
ramcleod@mcleodlawfirm.com

May 26, 2010

Registration Section
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Conversion Request SEITO SUSHI BALDWIN PARK LLC to: SEITO SUSHI
BALDWIN PARK, INC.; and Certificate of Status; Our File No.: 10-100

Dear Sir or Madam:

Please find enclosed the following document for filing:

1. Cover Letter;
2. Certificate of Conversion for: "Other Business Entity into Florida For Profit Corporation;
3. Articles of Incorporation of Seito Sushi Baldwin Park, Inc.; and,
4. Acceptance of Registered Agent.

Also enclosed is our law firm's check payable to Florida Department of State, Division of Corporations in the amount of \$113.75 for Filing Fees and a Certificate of Status. A self addressed postage paid envelope is enclosed for your convenience in returning a receipt and the Certificate of Status. Thank you for your assistance in this matter.

Very truly yours,

McLEOD LAW FIRM


Raymond A. McLeod

RAM/jwc

Enclosures: as noted

cc: Misun Chin
Seito Sushi Baldwin Park, Inc.

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PLAN OF CONVERSION FOR LIMITED LIABILITY COMPANY

1. The Limited Liability Company. SEITO SUSHI BALDWIN PARK, LLC (the "Company") is a limited liability company that is duly organized, validly existing, and in good standing under the laws of the State of Florida. The Company is operating under Articles of Organization filed with the Florida Department of State – Division of Corporations on June 13, 2002 and an Operating Agreement effective June 15, 2002 (the "Operating Agreement"). The Florida Secretary of State's file number for Company is L02000014819.

2. The Conversion. The Members of the Company desire to convert the Company to a Florida Profit Corporation (the "Conversion") pursuant to this Plan of Conversion (the "Plan") as authorized pursuant to Chapter 607 Florida Statutes (the "Statutes"). The converted Florida Profit Corporation (the "Converted Entity") will be organized under the laws of the State of Florida pursuant to the Statutes.

3. Name, Address and Registered Agent of Converted Entity. The Converted Entity will operate under the name of SEITO SUSHI BALDWIN PARK, INC. The mailing and street address of the Chief Executive Officer and the Florida office of the Converted Entity will be 4898 New Broad Street, Orlando, Florida 32814. The Registered Agent for service of process on Converted Entity will be Raymond A. McLeod, Esquire at 48 East Main Street, Apopka, Florida 32703.

4. Terms of Conversion. In order to convert the Company into a profit Corporation, the Members of the Company (other than those Members exercising their dissenters' rights as provided in Florida Statutes) are each assigning and transferring their interests in the Company to the Converted Entity in exchange for an interest in the Converted Entity. Each Member's total

percentage interest in profits and losses and capital of the Converted Entity will be the same as that Member's total percentage interest in profits and losses and capital of the Company immediately prior to the Effective Date (as defined below), and shall be as set forth on the Schedule of Interests in the Converted Entity attached hereto and made a part of this Plan by this reference. The aforementioned assignment and transfer of interests in the Company shall be effected by an assignment of membership interests to be executed and delivered by each Member of the Company (other than those Members exercising their dissenters' rights as provided in the applicable Florida Statutes).

5. Continuation of Business and Governing Documents. From and after the Effective Date (as defined below), the business of the Company will continue to be carried on by the Converted Entity and all the rights and property of the Company will be vested in the Converted Entity and all debts, liabilities, and obligations of the Company shall continue as debts, liabilities, and obligations of the Converted Entity. All holders of interests in Converted Entity will be bound by the terms of the Bylaws of the Converted Entity, copies of which are attached hereto and made a part of this Plan.

6. Tax Consequences of Conversion. It is the desire and intent of the members of Company that the Conversion will be tax free to the members under § 721 of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC § 708, and will not result in a termination of the Company for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.

7. Approval of Plan and Dissenting Members' Procedures. The principal terms of this Plan have been approved by a vote of the members of the Company, which vote equaled or exceeded the vote required under the Statutes and the applicable provisions of the Operating Agreement. Company shall send notice of the approval of the Conversion to each member that did not approve the Conversion within the period specified in the Statutes and shall fulfill its obligations under the Statutes to each member who delivers a timely notice to Company of such member's decision to require the Company to purchase any dissenting interests owned by such member in accordance with the procedures in the Statutes.

8. Further Actions and Effective Date of Conversion. Company and Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing of the Conversion Certificate (the "Conversion Certificate") with the Florida Department of State – Division of Corporations as required under the Statutes and the execution of all documents necessary to dissolve the Company (including all required filings and notices with state and local authorities) and transfer the legal rights of the Company to Converted Entity. The Conversion shall be effective on the date that the Conversion Certificate is accepted for filing by the Florida Department of State – Division of Corporations (the "Effective Date").

Executed on May 20, 2010, at Apopka, Florida.

SEITO SUSHI BALDWIN PARK, LLC

By: 

JASON D. CHIN - Member

By: 

MISUN CHIN - Member

ARTICLES OF INCORPORATION
OF
SEITO SUSHI BALDWIN PARK, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of the Corporation shall be SEITO SUSHI BALDWIN PARK, INC. and the street address of the principal office shall be 4898 New Broad Street, Orlando, Florida 32814.

ARTICLE II
Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

ARTICLE III
Stock

The authorized capital stock of the Corporation shall consist of 1,000 (~~One thousand and no/100~~) shares of Common Stock, with a par value of \$1.00 (One and no/100 Dollar). Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement. Shares of capital stock of this corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

MISUN CHIN
817 De la Bosque
Longwood, Florida 32779

ARTICLE V
Term of Corporate Existence

The Corporation shall be effective immediately, and shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Register Agent

The names and address of the Registered Office and Registered Agent of the Corporation in the State of Florida shall be RAYMOND A. McLEOD, 48 East Main Street, Apopka, Florida 32703. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VII
Number of Directors

The corporation shall have one (1) Director initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are:

MISUN CHIN
817 De la Bosque
Longwood, Florida 32779

The business of the Corporation shall be managed by a Board of Directors consisting of at least one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII
Officers

The Corporation shall have a President, a Secretary, and a Treasurer, and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one (1) office.

ARTICLE IX
Transactions In Which Directors Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or Officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

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SECRETARY
TALLAHASSEE, FLORIDA

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE X Indemnification of Directors and Officers

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment, any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the Corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the Corporation.

B. Any indemnification under paragraph A. shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no

reasonable grounds for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders of the Corporation who were not parties to such action, suit or proceeding.

C. The Corporation may assume the defense of any person seeking indemnification pursuant to the provisions of paragraph A. above upon a preliminary determination by the Board of Directors of the Corporation that such person has met the applicable standards of conduct set forth in paragraph A. above, and upon receipt of an agreement by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interest between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.


ARTICLE XI Financial Information

Except to the extent required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XII Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and Seal this 20th day of May, 2010.


MISUN CHIN
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MISUN CHIN, to me well known, and known to me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes there set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20th day of May, 2010.


Notary Public

Printed Name:

Commission No. / Expires



2010 MAY 20 PM 1:05
COUNTY OF ORANGE
STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

In compliance with *Florida Statutes* Sections 48.091 and 607.051, the following is submitted:

Having been named to accept service of process for SEITO SUSHI BALDWIN PARK, INC. at the place designated for this purpose in its Articles of Incorporation, RAYMOND A. McLEOD agrees to act in this capacity, agrees to comply with the provisions of *Florida Statutes* Section 48.091 relative to keeping open such office


RAYMOND A. McLEOD

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TALLAHASSEE, FLORIDA

(SeitoBaldwinPark/Articles/05-06-10/RAM)