

P96000035/23

LAW OFFICE
JEFFREY A. NUSSBAUM

SUITE 200N JUSTICE BUILDING
534 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FL 33301

TELEPHONE (954) 403-8330
FACSIMILE (954) 403-5428

REPLY TO:
P.O. BOX 291894
DAVIE, FL 33329

April 4, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: EBISU Inc.

Dear Sir/Madam:

Enclosed herewith please find:

- ☒ Articles of Incorporation
- ☒ Certificate of Designation of Registered Agent/Office
- ☒ Check in the amount of \$122.50
- ☒ Self addressed stamped envelope

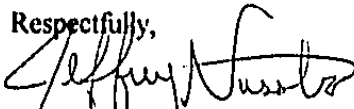
700001777147
-04/11/96--01089--011
****122.50 ****122.50

The above items are being forwarded to you pursuant to Florida Statute for filing the above referenced corporation.

Kindly contact the undersigned if you need any further information.

On behalf of EBISU Inc., thank you very much for your time and consideration of this matter.

Respectfully,


Jeffrey A. Nussbaum Esquire

JAN/hs

Enclosures

4-16-96



FILED
95 APR 23 11:11:40
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1996

JEFFREY A. NUSSBAUM ESQ.
524 SOUTH ANDREWS AVENUE STE 200N
FORT LAUDERDALE, FL 33301

SUBJECT: EBISU INC.
Ref. Number: W96000008162

We have received your document for EBISU INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 596A00017587

ARTICLES OF INCORPORATION
OF
MATSUYA INC.
(a Florida Corporation)

FILED
9 APR 23 AM 11:41
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of MATSUYA INC., proceeds to form a corporation under the Florida General Corporation Act, and adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation is MATSUYA INC..

ARTICLE II. STREET AND MAILING ADDRESS OF PRINCIPAL OFFICE

The street and mailing address of the initial principal office is:

10309 NW 7th Street, Ft. Lauderdale, FL 33324.

ARTICLE III. CAPITAL STOCK (authorized shares)

1. The maximum number of shares that the Corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole

or in part in cash or in other property, tangible or intangible, or in labor or services actually performed for the Corporation with a value, in the judgment of the Directors equivalent to or greater than the full par value of the shares.

2. A shareholder shall be entitled to one (1) vote per common share on each matter submitted to a vote at a shareholder's meeting. In the event of a dissolution of the Corporation, a shareholder shall be entitled to receive his or her proportionate share of the net assets of the Corporation based on a ratio of the shareholder's number of common shares to the total number of issued and outstanding shares.

3. No shareholder of the Corporation shall enter into a voting trust or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares.

ARTICLE IV. PRE-EMPTIVE RIGHT

Every shareholder, upon the sale in cash of any new stock of this Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase a pro rata share thereof (as nearly but not over as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

10309 NW 7th Street. Ft. Lauderdale, FL 33324

and the name of the initial Registered Agent of this corporation at the above address is:

Corey Chan

The Board of Directors may, at any time, change either the registered office to any other address in Florida or the registered agent.

ARTICLE VI. INCORPORATOR

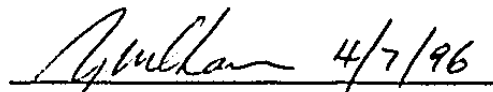
The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Corey Chan 10309 NW 7th Street. Ft. Lauderdale, FL 33324

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation this _____ day of April, 1996.

 4/7/96
Corey Chan, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Corey Chan, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 7 day of ~~March~~^{April}, 1996.



NOTARY PUBLIC, STATE OF FLORIDA



JEFFREY NUSSBAUM
My Commission CC352908
Expires Mar 08, 1998
Bonded by HAI
800-422-1555

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute § 607.0501(3), the undersigned Corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida:

The name of the Corporation is:

MATSUYA INC.

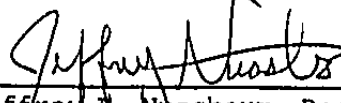
The name of the Registered Agent is:

Jeffrey A. Nussbaum

The address of the Registered Agent/registered office is:
524 S. Andrews Ave., Suite 200N, Ft. Lauderdale, FL 33301.

ACCEPTANCE

Having been named as Registered Agent to accept service of process for MATSUYA INC., at the place designated in the forgoing Articles of Incorporation, I hereby accept this appointment and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Jeffrey A. Nussbaum, Registered Agent

Date: 4/19/96

FILED
APR 23 11:41
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA