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RICHARD S. RACHLIN
LAURA E. ARNOFF
BOARD CERTIFIED
CIVIL TRIAL ATTORNEY

OF COUNSEL
COHEN, CHERNIN & NORRIS
WEINBERGER & LEVIN

June 21, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Sushi Enterprises, Inc.

200001877082
-06/26/96--01133--012
*****122.50 *****122.50

Dear Sir/Madam:

Enclosed is the check in the amount of \$122.50 for filing fees and a certified copy of the Articles of Incorporation for the above-referenced. Please return the certified copy to me in the envelope enclosed for your convenience.

Very truly yours,



JoAnn Govatos
Paralegal

/jag
Enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1996

RICHARD S. RACHLIN, P.A.
712 U.S. HIGHWAY ONE
SUITE 400
NORTH PALM BEACH, FL 33408

SUBJECT: SUSHI ENTERPRISES, INC.
Ref. Number: W96000013659

We have received your document for SUSHI ENTERPRISES, 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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 296A00031902

**ARTICLES OF INCORPORATION
OF**

SUSHI ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUSHI ENTERPRISES, INC.

The address of the principal office of this corporation shall be 525 South Flagler Drive, Suite 400, West Palm Beach, Florida 33401, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300,000 shares of common stock having no par value per share and 300,000 shares of preferred stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of the corporation shall be 525 South Flagler Drive, Suite 400, West Palm Beach,

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Florida, and the name of the registered agent at that address is Dale Brisson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Joseph Visconti

525 S. Flagler Drive, Ste. 400
West Palm Beach, Florida 33401

Dale Brisson

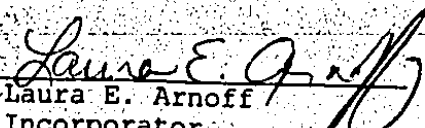
525 S. Flagler Drive, Ste. 400
West Palm Beach, Florida 33401

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation:

Laura E. Arnoff, Esquire
712 U.S. Highway One, Ste. 400
North Palm Beach, FL 33408

The undersigned incorporator has executed these Articles of Incorporation on June 30th 1996.


Laura E. Arnoff
Incorporator

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

Dale Brisson, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

SUSHI ENTERPRISES, INC.

Dale Brisson is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: Dale Brisson
DALE BRISSON

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