

**M. TACHIBANA, C.P.A., P.A.**

MEMBER • AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

June 27, 1996

P96000056963

Florida Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

900001882599  
-07/03/96--01012--011  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for YAMATO SUSHI, INC. and a check in the amount of \$ 122.50 for the filing of these articles. Please file these articles with an effective date of June 27, 1996.

Please file these articles and returns the certified copy to me at my office:

M. Tachibana, C.P.A., P.A.  
1000 Quayside Terr. #1608  
Miami, Florida 33138

EFFECTIVE DATE  
June 27/1996

Sincerely,

M. Tachibana C.P.A., P.A.

FILED  
96 JUL -2 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

63 7/8/96

ARTICLES OF INCORPORATION  
OF  
YAMATO SUSHI, INC.

FILED

96 JUL -2 AM 9:45

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

ARTICLE I - NAME

The name of this corporation is YAMATO SUSHI, INC. The mailing address of the corporation is 346 N.E. 93rd Street, Miami Shore, Florida 33138.

ARTICLES II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

EFFECTIVE DATE  
June 27, 1996

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 346 N.E. 93rd Street, Miami Shore, Florida 33138 and the name of the initial registered agent of this corporation at this address is Kazuo Ueno.

## ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial director of this corporation is:

Kazuo Ueno  
346 N.E. 93rd Street  
Miami Shore, Florida 33138

## ARTICLE VIII - INCORPORATOR

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

Kazuo Ueno  
346 N.E. 93rd Street  
Miami Shore, Florida 33138

## ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

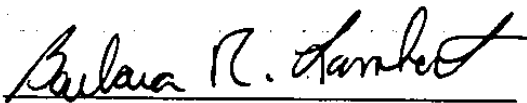
In witness whereof, the undersigned subscribed have executed these Articles of Incorporation on 27th day of June, 1996.

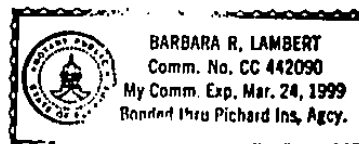
  
Kazuo Ueno, Subscriber

State of Florida        )  
                                  ) ss  
County of Broward    )

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Kazuo Ueno known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 27th day of June, 1996.

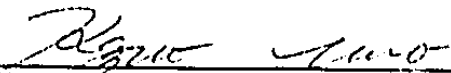
  
Notary Public  
State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED


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

That Yamato Sushi, Inc. desiring to organize under the laws of the  
State of Florida with its principal office as indicated in the Articles of Incorporation at  
the city of Miami shore, County of Dade, State of Florida, has named Kazuo Ueno  
located at 346 N.E. 93rd Street, Miami Shore, Florida 33138 as its agent to accept  
service of process within this state.

  
Kazuo Ueno, President  
27th June, 1996

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.

  
Kazuo Ueno  
27th June, 1996

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA