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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: YABUOKA CORPORATION

FAX AUDIT NUMBER: H98000010163

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11/90'

EMPIRE CORPORATE KIT

UL-23-1996 10:43

H96000010163

PREPARED BY:
B & L BUSINESS LEGAL, INC.
141 N.E. 3RD AVE SUITE 900
MIAMI, FL 33132 (305) 375-4111 TEL.
MIAMI, FL 33132 (305) 375-7997 FAX

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS:

YABUOKA CORPORATION

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

141 N.E. 3RD AVE SUITE 900
MIAMI - FL 33132

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

141 N.E. 3RD AVE SUITE 900
MIAMI - FL - 33132

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

B&L BUSINESS LEGAL, INC

H96000010163

PREPARED BY:
ELVARD BOOKTINER
B & L BUSINESS LEGAL, INC.
141 N.E. 3RD AVE SUITE 900
MIAMI FL 33132 (305) 375-6311

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THIS BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

MARIO TAKESHI YABUOKA - PRESIDENT

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

WILLIAN ANGELO DOS SANTOS
141 S.E. 3RD AVE SUITE 900
MIAMI - FL - 33132

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 22ND DAY OF JULY OF 1996.


Incorporator

H96000010163

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STATE OF FLORIDA)
COUNTY OF DADE)

FORWARDED BY:
ELYANE BECHTOLD
1111 N. W. 10th Ave, Suite 307
Miami, FL 33136 (305) 775-6111

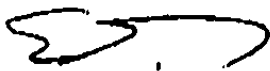
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

WILLIAM ANGELO DOS SANTOS

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 22ND DAY OF JULY, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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FILED

96 JUL 23 PM 4:25
BAL BUSINESS LEGAL, INC
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT YASUOKA CORPORATION, DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

MARIO YASUOKA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

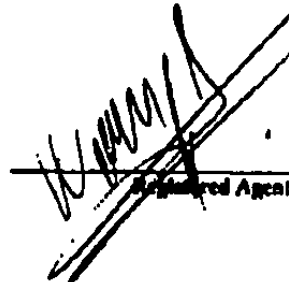
BAL BUSINESS LEGAL, INC

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

YASUOKA CORPORATION

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS DAY OF , 1996.


Registered Agent

H96000010162

H96000010163

FILED
JUL 23 1996
STATE
CLERK
TALLAHASSEE, FL 32304

SPECIFIC POWER OF ATTORNEY

BE IT KNOWNED, THAT I, **MARIO TAKESHI YASUOKA**, OF MIAMI, FL. THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO **D & L BUSINESS LEGAL, INC.** OF MIAMI, FL. -- AS MY ATTORNEY-IN-FACT. SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN # ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE I. R. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 22ND DAY OF JULY, 1996.


Signature

STATE OF FLORIDA
COUNTY OF DADE

On 7/ 22/1996 before me, **ELYANE BECHTINGER** personally appeared,

MARIO TAKESHI YASUOKA

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

Signature _____

Notary Public

Attant ____ Known ☒ Produced ID ____
Type of ID _____

(Seal)



H96000010163