

P96000065642

LAW OFFICES

TONY PORNPRINYA

1720 KENNEDY CAUSEWAY, SUITE 100
NORTH BAY VILLAGE, FLORIDA 33141

TELEPHONE: (305) 868-8115
TELEFAX: (305) 868-1078

August 5, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

900001918058
-08/09/96--01051--006
****122.50 ****122.50

RE: Pop Rock Sushi Café, Inc.

Dear Sir or Madam:

Enclosed you will please find an original and one (1) copy of the Articles of Incorporation of the above mentioned corporation and a check in the amount of \$122.50. The check covers the filing fee, designation of registered agent and a certified copy.

Please return the filed articles and the certified copies to this office:

Tony Pornprinya
Law Offices of Tony Pornprinya
1720 Kennedy Causeway, Suite 109
North Bay Village, FL 33141
(305) 868-8115

For your convenience we have included a self addressed stamped envelope.

Sincerely,


Tony Pornprinya

PTP/fc

FILED
96 AUG -6 AM 7:58
TALLAHASSEE, FLORIDA
7D

**ARTICLES OF INCORPORATION
OF
POP ROCK SUSHI CAFE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

**POP ROCK SUSHI CAFE, INC.
(the "Corporation").**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**1720 Kennedy Causeway, Suite 109
North Bay Village, Florida 33141**

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares of capital stock, \$1.00 par value.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

**Tony Pornprinya
1720 Kennedy Causeway, Suite 109
North Bay Village, Florida 33141**

**ARTICLE V
INCORPORATOR**

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

**Tony Pornprinya
1720 Kennedy Causeway, Suite 109
North Bay Village, Florida 33141**

ARTICLE VI

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 rata share thereof at the price at which it is offered to others.

ARTICLE VII

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the name and address of the person who is to serve as the initial director is:

WATANA POONOI
1720 Kennedy Causeway, Suite 109
North Bay Village, Florida 33141

PATRA MEKPONGSATORN
1720 Kennedy Causeway, Suite 109
North Bay Village, Florida 33141

SURIN SAEELIA
1720 Kennedy Causeway, Suite 109
North Bay Village, Florida 33141

ARTICLE IX - SPECIAL PROVISIONS

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file a Subchapter S Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 5th day of August, 1996.



Tony Pornprinya
Incorporator and Initial
Registered Agent

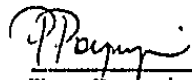
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, 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:

1. The name of the corporation is:
POP ROCK SUSHI CAFE, INC.
2. The name and address of the registered agent and office is:

Tony Pornprinya
1720 Kennedy Causeway, Suite 109
North Bay Village, Florida 33141

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Tony Pornprinya

P96000065642

Robert A. Brandt, Esq.

3350 S.W. 27th Avenue

Coconut Grove, FL 33133-5306

Ph: 305/659-2001 Fx: 305/859-2077

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A. Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-07/07/97--01132--018

*****35.00 *****35.00

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**REGISTRATION/
QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUL -7 AM 8 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

DOO 7/1/97



Florida Department of State, Jim Smith, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED
97 JUL -7 AM 8:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF DADE

I, WATANA POONOI after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, WATANA POONOI hereby resign as DIRECTOR of
(Title)
POP ROCK SUSHI CAFE, INC., a Florida corporation;
(Name of Corporation)

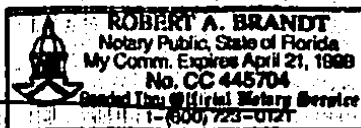
That the corporation has been notified in writing of the resignation.

Signature of resigning officer/director

Sworn to and subscribed before me this 1st day of JULY, 1997.

NOTARY PUBLIC

My Commission Expires: _____



FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E044 (7-90)