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JAMES KARL & ASSOCIATES ATTORNEYS IN FLORIDA, CONNECTICUT, MASSACHUSETTS, NEW YORK
975 NORTH COLLIER BOULEVARD • MARCO ISLAND, FL 34145 • (941)642-9988 • FAX: (941)642-9995

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SECRET
TALLAHASSEE, FLORIDA

November 8, 1996

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*****70.00 *****70.00

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

Re: Articles of Incorporation of King's International, Inc.,
d/b/a China Tokyo Oriental Restaurant & Lounge

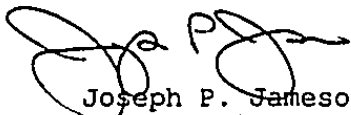
Dear Sir/Madam:

We have enclosed Articles of Incorporation for the above referenced corporation together with the filing fee of \$70.00. Please acknowledge receipt and filing of same by stamping the enclosed copy of the Articles of Incorporation and returning it in the self-addressed, stamped envelope enclosed.

Thank you for your assistance in this matter.

W96-24313

Very truly yours,



Joseph P. Jameson, Esquire
For the firm

Enclosure
JPJ/mc
cc: Client

XH
11-25-96

JAMES KARL & ASSOCIATES ATTORNEYS IN FLORIDA, CONNECTICUT, MASSACHUSETTS, NEW YORK
975 NORTH COLLIER BOULEVARD • MARCO ISLAND, FL 34145 • (941)642-9988 • FAX: (941)642-9995

November 20, 1996

Florida Department of State
Corporate Division
Attn: Kathy Hyman
Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of China Tokyo Oriental
Restaurant & Lounge, Inc.

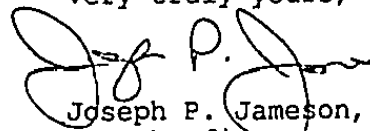
Dear Ms. Hyman:

We have enclosed the revised Articles of Incorporation for the above referenced corporation together with a copy of your letter dated November 18, 1996.

Please acknowledge receipt and filing of same by stamping the enclosed copy of the Articles of Incorporation and returning same to us. A self-addressed, stamped envelope is also enclosed for your convenience.

As always, please call if you have any questions or concerns. Thank you for your time and attention to this matter.

Very truly yours,


Joseph P. Jameson, Esquire
For the firm

Enclosure

JPJ/emp

cc: Client

1-800-552-5297

James Karl



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1996

JOSEPH P. JAMESON, ESQUIRE
JAMES KARL & ASSOCIATES
975 N. COLLIER BLVD.
MARCO ISLAND, FL 34145

SUBJECT: KING'S INTERNATIONAL, INC. D/B/A CHINA TOKYO ORIENTAL
RESTAURANT & LOUNGE
Ref. Number: W96000024313

We have received your document for KING'S INTERNATIONAL, INC. D/B/A CHINA TOKYO ORIENTAL RESTAURANT & LOUNGE and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 296A00052339

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

ARTICLES OF INCORPORATION OF

CHINA TOKYO ORIENTAL RESTAURANT & LOUNGE, INC.

I. NAME: The name of the corporation is:

CHINA TOKYO ORIENTAL RESTAURANT & LOUNGE, INC.

II. TERM OF EXISTENCE: Unlimited.

III. NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States or of the laws of the State of Florida.

IV. CAPITAL STOCK: The aggregate number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL: No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offerer and the corporation. If the parties cannot agree as to the value of the shares each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

VI. ADDRESS AND REGISTERED AGENT: The street address of the initial registered office of the corporation is: Joseph P. Jameson, Esq., c/o James Karl & Associates, 975 North Collier Boulevard, Marco Island, FL 33937, and the name of its initial registered agent is: JOSEPH P. JAMESON.

VII. PRINCIPAL OFFICE AND MAILING ADDRESS: The principle office and mailing address of the corporation is the same, to wit:

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CLERK'S OFFICE
TALLAHASSEE, FLORIDA

5251 MYRTLE LANE
NAPLES, FLORIDA 33962


VIII. INCORPORATOR: The name and address of the incorporator to the articles is:

Joseph P. Jameson, Esq.
c/o James Karl & Associates
Counselors At Law
975 North Collier Boulevard
Marco Island, FL 33934

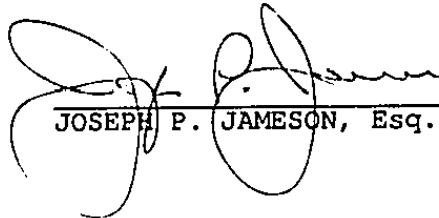
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TALLAHASSEE

IX. MANAGEMENT OF THE CORPORATION: The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

X. AMENDMENT OF ARTICLES OF INCORPORATION: These articles may be amended in the manner provided by law. Every amendment shall be proposed by any shareholder and approved at a duly called shareholders' meeting by a majority of the shareholders entitled to vote thereon.


JOSEPH P. JAMESON, Incorporator

I hereby accept designation as Registered Agent of the corporation.


JOSEPH P. JAMESON, Esq.

STATE OF FLORIDA
COUNTY OF COLLIER

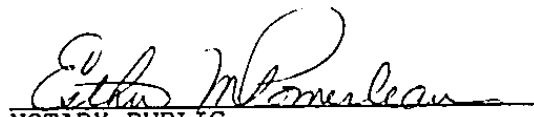
I hereby certify that on this day before me, an officer duly authorized to take acknowledgements, personally appeared Joseph P. Jameson, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 20th day of November, 1996.

My commission expires:

(Seal)

~~~~~  
Notary Public, State of Florida  
Commission No. CC 38933  
My Commission Expires 06-07-98  
~~~~~  
NOTARY - Fla. Notary Service & Bonding Co.


NOTARY PUBLIC
State of Florida at Large