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ACCOUNT NO. : 072100000032

REFERENCE : 203715 80868A

AUTHORIZATION :

Katricia K...

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 1996

ORDER TIME : 2:25 PM

ORDER NO. : 203715-005

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CUSTOMER NO: 80868A

CUSTOMER: Victor T. Gutierrez, Esq
VICTOR T. GUTIERREZ, ESQ

Suite 1847
825 South Bayshore Drive
Miami, FL 33131

DOMESTIC FILING

NAME: SUSHI-SIAM OF COCONUT
GROVE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 DEC 27 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
12-30-96

**ARTICLES OF INCORPORATION
OF
SUSHI-SIAM OF COCONUT GROVE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the 1990 Business Corporation Act of the State of Florida and the acts amendatory thereof and supplemental thereto, does hereby certify as follows:

ARTICLE I.

The name of the corporation shall be:

SUSHI-SIAM OF COCONUT GROVE, INC.

The principal place of business and mailing address of this corporation shall be 3138 Commodore Plaza, Coconut Grove, Florida 33133.

ARTICLE II.

The purpose for which the corporation is organized is to:

a) To engage in any business the corporation deems appropriate, including opening and administering restaurants specializing in oriental food, and

b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with foods, goods, wares, merchandise and real and personal property (tangible and intangible) of every class, kind and description.

c) To contract debts and borrow money, to issue and sell or

pledge bonds, debentures, notes and other evidences of indebtedness as required.

d) To purchase the corporate assets of any other corporation and engage in the same of other character of business.

e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person, firm, association or corporation, or by an state of government, foreign or domestic, and while owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote stock.

f) To enter into, make and perform contract of every kind with any person, firm, association or corporation, municipality, political body, country, territory, state, government or colony or dependency or agency thereof.

g) To purchase, hold and reissue any of the shares of its capital stock.

h) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes

of any part or parts thereof.

i) To have and exercise all powers granted corporations under the laws of the State of Florida or any amendments thereof.

ARTICLE III.

The corporation is authorized to issue only one (1) class of shares to be designated common stock. The total number of shares of stock which the corporation shall have the authority to issue is FIVE HUNDRED (500) SHARES. The shares will have \$1.00 par value. All shares shall be voting shares and the holders of issued shares are entitled to one (1) vote per share.

ARTICLE IV.

The amount of capital with which this corporation will commence business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V.

Holders of issued shares, upon the sale for cash of any newly issued stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it may be offered to others.

ARTICLE VI.

The initial directors shall be:

Siriphan Knattongcome	Emilio Garcia Mena
3138 Commodore Plaza	825 S. Bayshore Dr.
Coconut Grove, Fl. 33133	Miami, Florida 33131

ARTICLE VII.

The name and address of the incorporator of these Articles of Incorporation is: EMILIO GARCIA MENA, 825 S. BAYSHORE DRIVE, MIAMI, FLORIDA.

ARTICLE VIII.

The address of the corporation's registered office is 825 S. Bayshore Drive, Suite 1847, Miami, Florida 33131. The name of the corporation's initial Registered Agent at such address is VICTOR T. GUTIERREZ.

ARTICLE IX.

This corporation is to exist perpetually.

ARTICLE X.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by same to the stockholders and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI.

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, for acts of omission or commission committed on behalf of the

corporation, unless they reflect criminal intent on gross negligence.

ARTICLE XII.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, notwithstanding his/her participation in this action, if the fact of such interest is disclosed or known to the Board of Directors or a committee thereof which authorizes or ratifies the contracted transaction. Common or interested directors may be counted in determining whether a quorum is present and shall be entitled to vote on such authorization or ratification.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 23rd day of December, 1996.



EMILIO GARCIA MENA
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 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: SUSHI-SIAM OF COCONUT GROVE, INC.

2. The name and address of the registered agent and office is:

Victor T. Gutierrez
825 S. Bayshore Drive
Suite 1847
Miami, Florida 33131

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at a place designated in this document, I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



VICTOR T. GUTIERREZ
Registered Agent