

**Watson & Osborne, P.A.**  
**Attorneys at Law**

KEITH WATSON  
LEE S. OSBORNE  
MELANIE W. HARRIS  
WILLIAM J. JOOS  
ROBERT J. DYKES  
DAVID P. ALTER

REPLY TO:  
208 PONTE VEDRA PARK DR., SUITE 101

February 17, 1997

*197000/6989*

Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

800002091958--7  
-02/19/97--01055--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation of  
MATSU JAPANESE STEAKHOUSE, INC.

Dear Sir:

Enclosed herein please find original Articles of Incorporation for MATSU JAPANESE STEAKHOUSE, INC. along with our check in the amount of \$122.50 for the filing fee and certified copy fee. We have enclosed a photocopy of said Articles of Incorporation which we would like for you to stamp with the document filing information and return to our office. We were also advised that you would fax a printout to us as soon as possible after filing the Articles. It would be greatly appreciated if you would fax this information to:

Keith Watson  
(904) 273-6369

We trust you will find the enclosures in order, however if additional information is desired, please do not hesitate to contact our office.

Sincerely,

WATSON & OSBORNE, P.A.

*Sandy Duxney*  
Legal Assistant

**FILED**  
97 FEB 19 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

55

Enclosures

208 PONTE VEDRA PARK DR. SUITE 101  
PONTE VEDRA BEACH, FL 32082  
(904) 273-7000  
FAX (904) 273-6369

6825 LILLIAN ROAD  
JACKSONVILLE, FLORIDA 32211  
(904) 724-6333  
FAX (904) 727-6690

3030 HARTLEY ROAD, SUITE 200  
JACKSONVILLE, FLORIDA 32207  
(904) 280-6629  
FAX (904) 280-5123

1866 DUNN AVENUE, SUITE 2  
JACKSONVILLE, FLORIDA 32218  
(904) 757-7530  
FAX (904) 757-7527

2800 MONUMENT ROAD, SUITE 201  
JACKSONVILLE, FLORIDA 32226  
(904) 641-2720  
FAX (904) 641-6506

**ARTICLES OF INCORPORATION**  
**OF**  
**MATSU JAPANESE STEAKHOUSE, INC.**

**FILED**  
97 FEB 19 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**ARTICLE ONE**

The name of the corporation is **MATSU JAPANESE STEAKHOUSE, INC.**

**ARTICLE TWO**

The duration of the corporation is perpetual.

**ARTICLE THREE**

The general purposes for which the corporation is organized are:

1. To conduct business normal to the operation of a restaurant for the preparation and sale of food, beverages and any other normal activities required of a restaurant.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than two (2) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

#### ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

<u>NAME</u>	<u>SHARES</u>
TONY THANH MA	100

#### ARTICLE SIX

The street address of the principal office of the corporation is 1515 North 3rd Street, Jacksonville Beach, Florida 32250.

#### ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is one (1). The name, address and title of the person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
TONY THANH MA President and Treasurer	1058 Assisi Lane Atlantic Beach, FL 32233

LOAN PHUONG PHAM  
Secretary

1058 Assisi Lane  
Atlantic Beach, FL 32233

**ARTICLE EIGHT**

The name and address of the incorporator is:

NAME

ADDRESS

TONY THANH MA

1058 Assisi Lane  
Atlantic Beach, FL 32233

**ARTICLE NINE**

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by an affirmative vote of the stockholders then holding Fifty-one percent (51%) of its voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Ponte Vedra Beach, Florida on this 17<sup>th</sup> day of February, 1997.

WITNESSES:

INCORPORATOR:

Christie Youngblood

Tony Thanh Ma  
TONY THANH MA

Delora C. Duxmeier

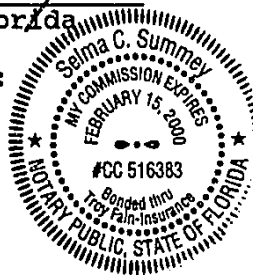
STATE OF FLORIDA  
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, an officer duly

authorized in the State and in the County aforesaid to take acknowledgements, personally appeared **TONY THANH MA**, as Incorporator, President and Treasurer of **MATSU JAPANESE STEAKHOUSE, INC.**, to me known to be the person described in or who furnished current Florida drivers license or \_\_\_\_\_ as identification and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 17<sup>th</sup> day of February, 1997.

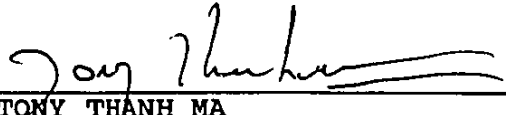
Selma C. Summey  
Notary Public, State of Florida  
Commission #:  
Commission Expiration date:  
(Notarial Seal)



**INITIAL REGISTERED AGENT OF**  
**MATSU JAPANESE STEAKHOUSE, INC.**

The address of the initial registered agent of the corporation is: 1058 Assissi Lane, Atlantic Beach, FL 32233, and the name of its initial registered agent at such address is TONY THANH MA.

By his signature below, TONY THANH MA accepts designation as registered agent of MATSU JAPANESE STEAKHOUSE, INC.

  
\_\_\_\_\_  
TONY THANH MA

Art of Incorp.

**FILED**  
97 FEB 19 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA