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RICH STRINGER, ATTORNEY-AT-LAW, CHARTERED
1513 Vermont Avenue
St. Cloud, FL 34769
(407) 891-0815

September 16, 1997

Corporate Records Filing Bureau
P.O. Box 6327
Tallahassee, FL 32301

ATTN: DIVISION OF CORPORATIONS

Re: Asahi Rising Sun, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation and the Acceptance of Designation of Registered Agent.

Also, enclosed is a check in the amount of \$122.50, representing payment as follows:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

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Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention in this matter.

Respectfully,


Rich Stringer

Enclos.

RES/hvs

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ASAHI RISING SUN, INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file the following Articles for the purpose of forming a Corporation under the Laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is **ASAHI RISING SUN, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

RICH STRINGER, ATTORNEY-AT-LAW
1513 Vermont Avenue
St. Cloud, FL 34770

The Corporation's principle address and mailing address is 2220 East Irlo Bronson Memorial Highway, Suite #2 Kissimmee, FL 34744. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. To the extent allowed by law, the number of directors may be increased or diminished from time to time, as set forth in the Bylaws, but shall never be less than one (1). The manner of election of the directors of the Corporation shall be as set forth in the Bylaws.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his address is:

GERALD MARCOS VASQUEZ
Post Office Box 701977
SAINT CLOUD, FL 34770

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successor(s) is/are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

GERALD MARCOS VASQUEZ
PO BOX 701977
SAINT CLOUD, FL 34769

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

ARTICLE X. BEGINNING CAPITAL

The amount of capital with which this Corporation shall begin business is no less than \$5,000.00.

ARTICLE XI. OFFICERS

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President/Secretary	GERALD MARCOS VASQUEZ Post Office Box 701977 SAINT CLOUD, FL 34770

The Board of Directors may establish such further offices and provide duties thereto in accordance with the Bylaws.

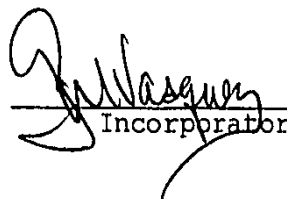
ARTICLE XII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the Corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officer or officers may be entitled.

ARTICLE XIII. COMPENSATION


The compensation of the officers of this Corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation. The compensation of the directors of this corporation shall be established by the vote of the stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on September 16, 1997.


Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA:

BEFORE ME, a Notary Public, personally appeared GERALD MARCOS VASQUEZ, who presented Florida driver's license #v220-293-59-388-0 for identification and is to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on September 16, 1997.

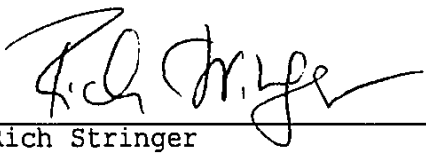
 Hilda V Stringer
My Commission CC644733
Expires May 06, 2001

Hilda Stringer
Notary Public: *HILDA Stringer*
State of Florida at Large
My Commission Expires: *May 6, 2001*

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, RICH STRINGER, hereby accept the designation as Registered Agent for Service of Process upon ASAHI RISING SUN, INC., INC., desiring to organize under the laws of the State of Florida, with its registered office at 1513 Vermont Avenue, St. Cloud, Florida 34769, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.


Rich Stringer

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TALLAHASSEE, FLORIDA