

**M. TACHIBANA, C.P.A., P.A.**

MEMBER - AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

*P97000099699*

November 17, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 20 AM 10:21

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

300002352539--8  
-11/20/97--01013--005  
\*\*\*\*122.50 \*\*\*\*122.50

**EFFECTIVE DATE**  
*11-17-97*

Enclosed please find Articles of Incorporation for THE ROCK SUSHI CAFE, INC., and a check in the amount of \$ 122.50 for the filing of these articles. Please file these articles with an effective date of November 17, 1997.

Please file these articles and return the certified copy to me at my office:

M. Tachibana, C.P.A., P.A.  
1000 Quayside Terr. # 1608  
Miami Beach, FL 33138

Sincerely,

*M. Tachibana (NTA)*  
M. Tachibana, C.P.A., P.A.

EFFECTIVE DATE  
11-17-97

ARTICLES OF INCORPORATION  
OF  
THE ROCK SUSHI CAFE, INC.

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

ARTICLE I - NAME

The name of this corporation is THE ROCK SUSHI CAFE, INC. The mailing address of the corporation is 1524 79th Street Causeway, Miami, Florida 33141.

ARTICLES II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1524 79th Street Causeway, Miami, Florida 33141 and the name of the initial registered agent of this corporation at this address is Sangkum Russmetes.

## ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Sangkum Russmetes  
947 Washington Avenue  
Miami Beach, Florida 33139

Siriphan Knattongcome  
1524 79th Street Causeway  
Miami, Florida 33141

## ARTICLE VIII - INCORPORATOR

The name and addresses of the persons signing these Articles of Incorporation are:

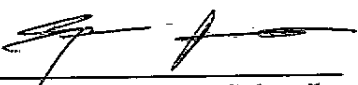
Sangkum Russmetes  
947 Washington Avenue  
Miami Beach, Florida 33139

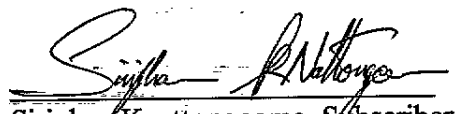
Siriphan Knattongcome  
1524 79th Street Causeway  
Miami, Florida 33141

## ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribed have executed these Articles of Incorporation on 17 November, 1997.

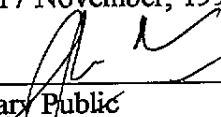
  
Sangkum Russmetes, Subscriber

  
Siriphan Knattongcome, Subscriber

State of Florida       )  
                                  ) ss  
County of Dade        )

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Sangkum Russmetes and Siriphan Knattongcome known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on 17 November, 1997.

  
Notary Public  
State of Florida



11/17/1997  
SATHIT BOONYAVAIROJ  
COMMISSION # CC443862  
EXPIRES MARCH 7 1999  
ALAN NOTARY SERVICE  
1-800-486-9040


Personally known

State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is  
submitted in compliance with said Act:


That THE ROCK SUSHI CAFE, INC. desiring to organize under  
the laws of the State of Florida with its principal office as indicated in the Articles of  
Incorporation at the city of North Bay Village, County of Dade, State of Florida, has  
named Siriphan Knattongcome located at 1524 79th Street Causeway, Miami, Florida  
33141 as its agent to accept service of process within this state.

  
Siriphan Knattongcome, President  
17 November, 1997

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 NOV 20 AM 10:21

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I hereby accept to act in this  
capacity, and agree to comply with the provision of said Act relative to keeping open said  
office.

  
Siriphan Knattongcome  
17 November, 1997