

Jeffrey W. Wiggs
Attorney at Law

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(352) 383-9844

January 22, 1998

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

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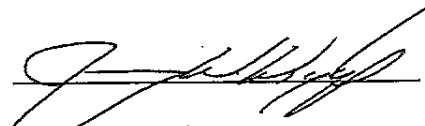
Re: Articles of Incorporation.

Dear Madam/Sir:

Please find enclosed the original Articles of Incorporation for "Fuji Japanese Steak House and Sushi Bar, Inc." Additionally please find enclosed a check in the amount of \$70.00 for incorporation of the above stated entity as a Florida Corporation.

Please file the original articles of incorporation and advising the undersigned attorney of acceptance.

Sincerely,


Jeffrey W. Wiggs,
Esq.

FILED
98 JAN 26 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-1-28-98

ARTICLES OF INCORPORATION
OF
FUJI JAPANESE STEAK HOUSE AND
SUSHI BAR, INC.

FILED
98 JAN 26 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is FUJI JAPANESE STEAK HOUSE AND SUSHI BAR, INC.

ARTICLE II
APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III
DURATION

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION

The street and mailing address of the initial registered

office of business and principal office of the Corporation is 17860 S.E. 109th Ave. Suite 618 Summerfield, Florida 34491 and the initial registered agent of the Corporation at that address is John McKinney. The principal office address and the registered office address is the same.

ARTICLE VII PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX LIMITATION OF DIRECTOR LIABILITY

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

a. The director breached or failed to perform his duties as a director; and

b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had

reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of one member. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:

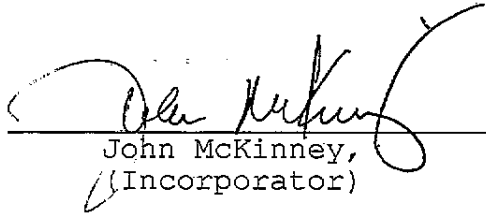
Tien Le
1755 Lake Terrace Dr.
Eustis, Fl. 32726
(Vice President)

John McKinney
900 Vincent Dr.
Mt. Dora, Fl. 32757
(President, Treasurer,
Registered Agent)

ARTICLE XI
INCORPORATOR

The name and address of the incorporator of the Corporation
is: John McKinney 900 Vincent Dr. Mt. Dora, Fl. 32757

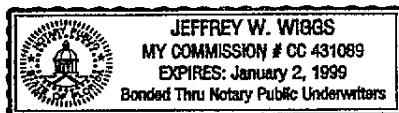
IN WITNESS WHEREOF, the undersigned being the incorporator of the
Corporation has executed these Articles of Incorporation this 16th
day of January, 1998.

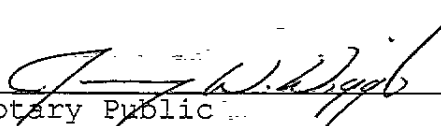


John McKinney,
(Incorporator)

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 16th
day of January, 1998 by John McKinney, who
 x is personally known to me or
 produced _____ as identification and
 did take an oath
 x did not take an oath.





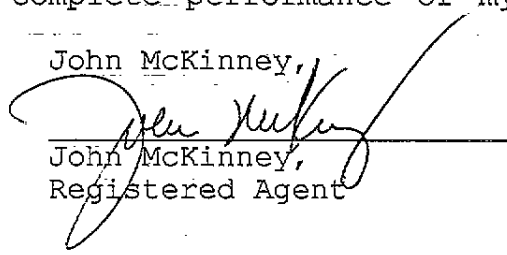
Notary Public

Printed Name of Notary
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

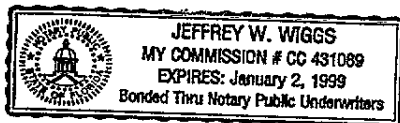
Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

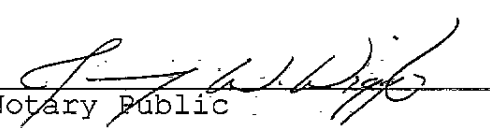
John McKinney,


John McKinney,
Registered Agent

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 16th day of January, 1998 by John McKinney, who
x is personally known to me or
_____ produced _____ as identification and
_____ did take an oath
x did not take an oath.




Notary Public

Printed Name of Notary
My Commission Expires:

FILED
98 JAN 26 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA