

P98000050765

June 1, 1998

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

FILED  
98 JUN -1 PM 4:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Enclosed please find Articles of Incorporation for TONI'S SUSHI U.S.A., 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 June 1, 1998.

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, FL 33138

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-06/04/98--01067--019  
\*\*\*122.50 \*\*\*122.50

Sincerely,



M. Tachibana, C.P.A

EFFECTIVE DATE

6-1-98

6-5-98



ARTICLES OF INCORPORATION  
OF  
TONI'S SUSHI U.S.A., INC.

FILED  
98 JUN -4 PM 4:19  
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 I - NAME

The name of this corporation is TONI'S SUSHI U.S.A., INC. The mailing address of the corporation is 346 N.E. 93 rd Street Miami, Florida 33138.

ARTICLES II - PURPOSE

EFFECTIVE DATE

6-1-98

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 acknowledgment 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 346 N.E. 93 rd Street Miami, Florida 33138 and the name of the initial registered agent of this corporation at this address is Hiromi Takarada.

ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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 name and address of the initial director of this corporation is:

Hiromi Takarada  
346 N.E. 93 rd Street  
Miami, Florida 33138

ARTICLE VIII - INCORPORATOR

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

Hiromi Takarada  
346 N.E. 93 rd Street  
Miami, Florida 33138

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.

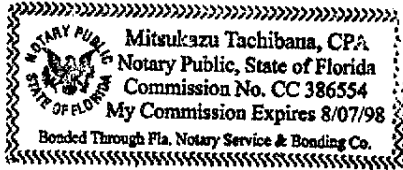
In witness whereof, the undersigned subscribed have executed these Articles of Incorporation on 1 June, 1998.


  
Hiromi Takarada, Subscriber

Sate of Florida        )  
                              ) ss  
County of Dade        )

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Hiromi Takarada come 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 1 June, 1998.




  
\_\_\_\_\_  
Notary Public  
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 TONI'S SUSHI U.S.A., 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 Miami, County of Dade, State of Florida, has named Hiromi Takarada located at 346 N.E. 93 rd Street, Miami, Florida 33138 as its agent to accept service of process within this state.

  
\_\_\_\_\_  
Hiromi Takarada, President  
1 June, 1998

**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.

  
\_\_\_\_\_  
Hiromi Takarada, Registered Agent  
1 June, 1998

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