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CHIEFLAND, FLORIDA
LEVY OFFICE COMPLEX

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

RE: Incorporation of C& P's Japanese Food-Teriyaki, Inc.

Dear Sir or Madam:

At the request of our client, Mr. Lansen C. Pan, we are sending you the following documents to initiate the process of incorporation of C& P's Japanese Food-Teriyaki, Inc.:

1. a Transmittal Letter,
2. a check in the amount of \$78.75, and
3. an original and one (1) copy of Article of Incorporation of C& P's Japanese Food-Teriyaki, Inc.

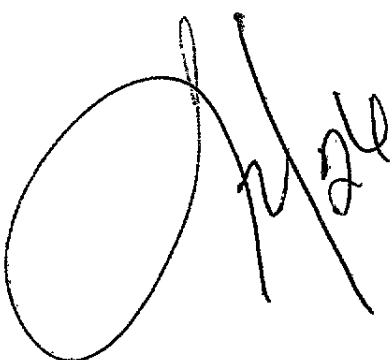
After your process, please kindly forward the Certificate to our above listed address. If you have any question or concerns about this matter, please do not hesitate to call us at the above listed telephone number.

Thank you, in advance, for your cooperation and attention to this matter.

Sincerely,



Chun-te Wu, Esq. (Mark)



February 23, 1999
500002788105-6
-02/26/99-01021-016
*****78.75 *****78.75

FILED
99 FEB 26 PM 20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
C & P'S JAPANESE FOOD-TERIYAKI, INC.

FILED
99 FEB 26 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation ("Corporation") is "C & P'S JAPANESE FOOD-TERIYAKI, INC."

ARTICLE II

BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The number of stock which may be issued by the corporation is one hundred (100) shares, all of which shall be common stock, with no par value. All common stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. No shareholder shall transfer, alienate, or in any way dispose of any share of the corporation unless such share shall have been offered to sale to the corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V

ADDRESS

The initial street address of the principal office of the Corporation in the State of Florida is 2003 NE 11th Place, Ocala, FL 34470. The Board of Directors may from time to time to move the principal office to any other address in the State of Florida.

ARTICLE VI
DIRECTORS

This Corporation initially shall have fifteen (15) directors. The number of directors may be increased or diminished from time to time by virtue of By-laws adopted by the shareholders but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors, who subject to the provisions of the Articles of Incorporation, the By-laws of the corporation, and the laws of State of Florida, shall hold office during the first year of corporation's existence, or until their successors are elected or appointed and have qualified, are as follows:

DIRECTORS

LANSEN C. PAN

ADDRESSES

2003 NE 11th Place
Ocala, FL 34470

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2003 NE 11th Place
Ocala, FL 34470

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 2003 NE 11th Place, Ocala, FL 34470 and the name of the initial Registered Agent of this corporation at that address is LANSEN C. PAN.

ARTICLE IX
AMENDMENT TO ARTICLES

This Articles of Incorporation may be amended in the manner provided by law; every amendment shall be approved by the Board of Directors proposed by them to the shareholders and approved at a shareholders meeting by majority of the share entitled to vote thereon unless all the directors and the shareholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

ARTICLE X
INDEMNIFICATION

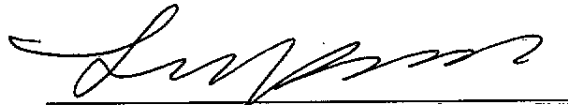
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator to these Article of Incorporation are:

<u>NAME</u>	<u>ADDRESSES</u>
LANSEN C. PAN	2003 NE 11th Place Ocala, FL 34470

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of February, 1999.



LANSEN C. PAN, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for G & P's Japanese Food-Teriyaki, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F. S. 607.0501(3).



Name: LANSEN C. PAN, Registered Agent

Date: February 23, 1999

FILED
99 FEB 26 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA