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FLORIDA PROFIT CORPORATION OR P.A.

OSAKAYA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OSAKAYA, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Osakaya Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 14620 Bullrun Road #206 Miami Lakes, FL 33014

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Anthony Box, 16th NW 42nd Terrace Plantation FL 33317.

ARTICLE V. INCORPORATORS.

The names and street addresses of the incorporators to these articles of incorporation are Miyuki Tanaka 14620 Bullrun Rd #206 Miami Lakes, FL 33014; Evans Saint-Claire at 1500 Bay Road # 1125 Miami Beach , Florida 33136.

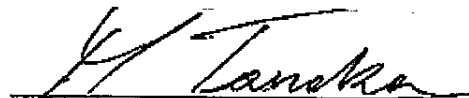
ARTICLE VI. OFFICERS

The names and addresses of the initial officers are:

President: Miyuki Tanaka 14620 Bullrun Rd #206 Miami Lakes, FL 33014

Vice President/ Secretary: Evans Saint-Claire at 1500 Bay Road # 1125 Miami Beach , Florida 33136.

The undersigned has executed these articles of incorporation on March 8, 1999.



Miyuki Tanaka /President

Anthony Box
200 S Biscayne Blv
Suite 3300
Miami, FL 33131

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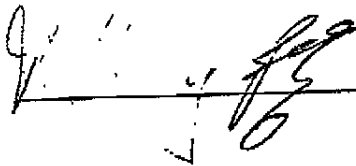
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation Organized under the laws of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

The name of the corporation is: OSAKAYA, Inc..

The Name of the Registered Agent and office is : Anthony Box, 16 NW 42nd Terrace, Plantation, FL 33317.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 On 3-8-99

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