

CASS & GRAHAM

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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P990000 45578

May 13, 1999

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

100002877071--6
-05/17/99-01088-009
*****70.00 *****70.00

Greetings:

Please file Articles of Incorporation KODO RESTAURANTS, INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

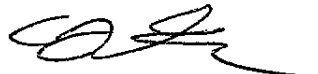
Filing Fee	\$ 35.00
Registered Agent Appointment	35.00
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

FILED
99 MAY 17 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROHESSEN

MAY 19 1999

**ARTICLES OF INCORPORATION
OF
KODO RESTAURANTS, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is KODO RESTAURANTS, INC.

ARTICLE II ADDRESS

The corporation's address is 403 East Davis Boulevard, Tampa, Florida 33606.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence May 13, 1999; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 403 East Davis Boulevard, Tampa, Florida 33606 and the initial registered agent at that same address is Russell S. Versaggi.

ARTICLE VII INITIAL DIRECTORS

The following individuals will be the initial directors of the corporation:

Russell S. Versaggi
Kodo Matsumoto

The initial directors will hold office for the first year of the corporation's existence and until their successors are duly elected and qualified, subject to their earlier resignation, or their removal from office by the shareholders of the corporation at any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Russell S. Versaggi, 403 East Davis Boulevard, Tampa, Florida 33606.

The undersigned incorporator has executed these Articles of Incorporation this 13th
day of May, 1999.

Russell S. Versaggi
Russell S. Versaggi, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is KODO RESTAURANTS, INC.
2. The name and address of the registered agent is:

Russell S. Versaggi
403 East Davis Boulevard
Tampa, Florida 33606

Russell S. Versaggi
Russell S. Versaggi

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TALLAHASSEE, FLORIDA

Date: May 13, 1999