



7820 South Holiday
Suite 250
Sarasota, Florida 34231

Phone (941) 923-6707
1 (800) 622-4243
Fax (941) 923-6503

Thomas C. Tyler, Jr.
J.D., LL.M. in Taxation

William M. Ziebarth
CMFC, CFS, CLU, ChFC, CFP

PP9000063644

July 8, 1999

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

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-07/12/99--01112--012
*****87.50 *****87.50

Subject: Godzilla's Sushi, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$87.50 for Filing Fee, Certified Copy and Certificate of Status.

From: Thomas C. Tyler
Fiduciary Consulting Group, Inc.
7820 S. Holiday Dr., #250
Sarasota, Fla. 34231

Thank you for your attention to this matter.

Sincerely,

Thomas C. Tyler, Jr., President
Fiduciary Consulting Group, Inc.
Fla. Bar. #911585

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GODZILLA'S SUSHI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is **Godzilla's Sushi, Inc.**

ARTICLE II.

PRINCIPAL OFFICE

The principle office of this corporation and mailing address of this corporation is 312 Beach Rd.,
Sarasota, Florida 34242.

ARTICLE III.

DURATION

This corporation shall exist perpetually, commencing as at date of incorporation.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United
States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) per
value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial
Registered Office are Thomas C. Tyler, 7820 S. Holiday Dr., Suite 250, Sarasota, Florida 34231. The

Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of section 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided by the Bylaws, but shall never be less than one (1). The name and address of the initial director are Thomas Elliott, 312 Beach Rd., Sarasota, Fla. 34242.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas C. Tyler, 7820 S. Holiday Dr., Suite 250, Sarasota, Florida 34231.

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.

ARTICLE X.

BYLAWS

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and

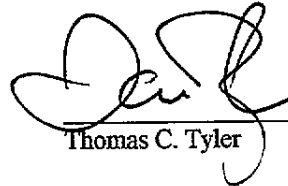
the Bylaws.

ARTICLE XII.

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 8th day of July, 1999.



Thomas C. Tyler

INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA