

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P990000 92146

*Sokyo Japanese Steakhouse/
Seafood and Sushi Bar,
Ulna*

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*****78.75 *****78.75

- Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

SECRET STATE
TALLAHASSEE, FLORIDA

99 OCT 20 PM 1:28

APPROVED
AND
FILED

SECRET STATE
TALLAHASSEE, FLORIDA

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RECEIVED

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Signature _____

Requested by: *JS*

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Name _____

Date _____

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(6)

**ARTICLES OF INCORPORATION
OF
TOKYO JAPANESE STEAKHOUSE / SEAFOOD AND SUSHI BAR, INC.**

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

CORPORATE NAME

The name of this corporation shall be **TOKYO JAPANESE STEAKHOUSE / SEAFOOD AND SUSHI BAR, INC.** The principal place of business shall be 312 East Nine Mile Road, Pensacola, Florida 32514.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

PREEMPTIVE RIGHTS

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TALLAHASSEE, FLORIDA

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Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI

REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Richard E. Jesmonth, 217 A. East Intendencia Street, Pensacola, Florida 32501.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The mailing address shall be the same as the Registered Office.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time per the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:
Houg Chu, 1267 Winfield Forest Drive Tallahassee, Florida 32311 and Woon Sik Lee, 9009 University Parkway, Apt. 170, Pensacola, Florida 32514.

The persons named as initial directors shall hold office for the first year of existence of

this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

RESTRICTIONS ON TRANSFER OF STOCK

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have a preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise

their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

INCORPORATION

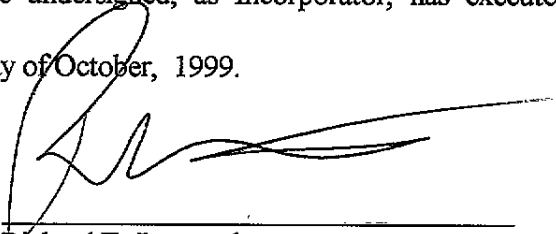
The name and street address of the Incorporator of this corporation is: Richard E. Jesmonth, 217 A. East Intendencia Street, Pensacola, Florida 32501.

ARTICLE XII

AMENDMENT

These 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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

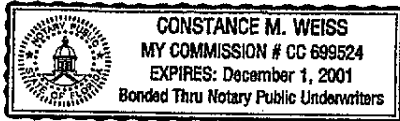
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 18th day of October, 1999.


Richard E. Jesmonth
Incorporator

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

BEFORE ME, a Notary Public, did personally appear Richard E. Jesmonth, known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 18th day of October, 1999.

(SEAL)



Constance M. Weiss

Notary Public

(Print Name) *Constance Weiss*

Commission No.: *CC 699 524*

My Commission Expires: *12 . 01 . 01*

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **TOKYO JAPANESE STEAKHOUSE / SEAFOOD AND SUSHI BAR, INC.**, at the place designated in the Articles of Incorporation, Richard E. Jesmonth agrees to comply with the provisions of Section 48.091 relative to keeping such Office open.

DATE: October 18, 1999

[Signature]
Richard E. Jesmonth

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED