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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Sushi Sam's, Inc.

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
SUSHI SAM'S, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is Sushi Sam's, Inc.

ARTICLE II - PURPOSES

This Corporation is organized for the purpose of operating a sushi restaurant franchise in retail establishments, as well as transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III - STOCK

This Corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share.

ARTICLE IV - INCORPORATOR

The name and address of the Incorporator of this Corporation is Philip M. Sprinkle II, Esquire, Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401.

ARTICLE V - ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Corporation at that address is Philip M. Sprinkle II.

Philip M. Sprinkle II, Esquire
Akerman, Senterfitt & Edson, P.A.
Phillips Point, East Tower
777 South Flagler Drive, Suite 900
West Palm Beach, Florida 33401
Telephone: (561) 659-5990
Florida Bar #0724890

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ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The street address and mailing address of the Principal Office of this Corporation is
13762 Aldsworth Court, Wellington, Florida 33414.

ARTICLE VII - BOARD OF DIRECTORS

Section 1: The business of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2: This Corporation shall have two (2) Directors initially and the number of Directors may be increased or diminished from time to time as provided for in the By-Laws of this Corporation but shall never be less than one (1).

Section 3: The names and addresses of the initial Directors of this Corporation, who shall hold office until the first annual meeting of shareholder(s) and thereafter until there successor(s) are elected, is as follows:

Somchai Dame
13762 Aldsworth Court
Wellington, Florida 33414

Masami Mido Tarumi
13762 Aldsworth Court
Wellington, Florida 33414

Section 4: The Board of Directors shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the By-Laws of this Corporation as may be amended from time to time.

ARTICLE VIII - OFFICERS

Section 1. This Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

Section 2. The officer(s) shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the By-Laws of the Corporation as may be amended from time to time.

ARTICLE IX - BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholder(s) or Director(s) in any manner permitted by the By-Laws.

ARTICLE X - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or repealed by the Shareholder(s) or Director(s) in any manner permitted by the By-Laws.

ARTICLE XI - TERM

The duration of this Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of November, 1999.


Philip M. Sprinkle II, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

SWORN TO AND SUBSCRIBED before me this 4th day of November, 1999, by Philip M. Sprinkle II who is personally known to me.

SHERRY WERTZ
Print Name:
Notary Public
Commission No.
My commission expires:



Sherry Wertz
Commission # 0018198
Expires Mar 16, 2000
Bonded Firm
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Sushi Sam's, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401, as its initial Registered Office and has name Philip M. Sprinkle, II, located at that address as its initial Registered Agent.



Philip M. Sprinkle II, Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.



Philip M. Sprinkle II, Incorporator

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