Company Number: 1950869

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

BENIHANA (U.K.) LIMITED

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at general meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said Resolutions shall pursuant to the Articles of Association of the Company be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held:

SPECIAL RESOLUTIONS

1. THAT:

1.1 the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (The "Act") to allot relevant securities (as defined in sub-section (2) of the said section) of the Company up to an aggregate nominal amount of £1,400,002 during the period from the date on which this Resolution be passed up to and including 21 December 2000 on which date such authority will expire unless previously varied or revoked by the Company in General Meeting and that the Directors be and they are hereby empowered to allot, pursuant to such authority, any equity securities (as defined in section 95 of the Act) as if section 89(1) of the Act did not apply to the allotment, provided that the Directors shall be entitled under the authority hereby conferred to make
at any time prior to the expiry of such authority any
offer or agreement which would or might require such
relevant securities as aforesaid to be allotted after
the expiry of such authority and the Directors may
al lot any relevant securities after the expiry of such
authority pursuant to such offer or agreement; and

1.2

any previous authorities of the Directors to allot
shares in the Company be and they are hereby revoked
provided that such revocation shall not have
retrospective effect.

2. THAT:

(A)

the authorised share capital of the Company be
increased with immediate effect from £1,410,002 to
£2,810,004 by the creation respectively of

(i) 1,400,000 Preference Shares of £1 each ranking
pari passu with the existing Preference Shares
and so that the first payment of dividend in
respect of the present issue of Preference Shares
shall be made pari passu with the pro-vent of
dividend in respect of the existing issue on 30
June 1997 on a per diem apportioned basis
calculated from the date of issue of the present
issue of Preference Shares and

(ii) 2 Ordinary Shares of £1 each ranking pari passu
in all respects with the existing 10,002 Ordinary
Shares in the capital of the Company and

(B)

Article 3(A)(i) of the Articles of Association of the
Company be deleted and the following new Article
3(A)(1) substituted:

"1. The authorised share capital of the Company at
the date of amendment of this paragraph 1 of Article
3A is £2,810,004 divided into 10,004 Ordinary Shares
of £1 each ("Ordinary Shares") and 2,800,000 Redeemable Preference Shares of £1 each ("Preference Shares") (together referred to in the Articles of Association of the Company as "shares")"

BENIHANA ONO RESTAURANT HOLDINGS BV

Date: 13 SEPTEMBER 1996
BENIHANA (UK) LIMITED

Minutes of a meeting of the directors of the above-named Company held at 8685 N.W 53rd Terrace, Miami, Florida on 13 SEPTEMBER 1996 at 10 a.m.

PRESENT: Rocky H. Aoki (Chairman)
Michael W. Kata (Secretary)
Takanori Yoshimoto

IN ATTENDANCE:

Quorum

1. There being a quorum of Directors present the Chairman declared the Meeting open.

2. Mr Rocky H. Aoki in his capacity as sole shareholder and Director of Benihana of Tokyo Inc., ("BOT") indirectly interested in the Company through Benihana Ono Restaurant Holdings B.V. ("Holdings") declared his interest in the proposals pursuant to Section 317 of the Companies Act 1985.

3. There was produced to the Meeting for approval a form containing written resolutions ("written resolutions") of the shareholders of the Company pursuant to which the Company was to increase its authorised share capital with immediate effect by the creation of 1,400,000 Preference Shares and 2 Ordinary Shares of £1 each and authorise the directors to allot such shares. The terms of the written resolutions were carefully considered and IT WAS RESOLVED THAT they be approved by the Meeting and despatched to the shareholders of the Company forthwith for approval and signature with a copy to the auditors. The Meeting then adjourned.

4. The Meeting was then re-convened and the Chairman reported that all the shareholders of the Company had approved and signed the written resolutions and the
chairman produced the signed written resolutions to the Meeting.

5. IT WAS RESOLVED THAT 1,400,000 newly created Preference Shares having a par value of £1 each be issued to Beam Co., Ltd ("ONO") for a price of £1,400,000 paid in cash and that the Company shall thereupon repay the sum of £1,400,000 out of the debt now due by the Company to Holdings.

6. IT WAS FURTHER RESOLVED that 2 newly created Ordinary Shares having a par value of £1 each be issued respectively to ONO and BOT for a subscription price paid in cash of £350,000 each and the respective excesses of £349,999 over the par values thereof be credited to the share premium account in the books of the Company in accordance with Section 130 Companies Act 1985.

7. IT WAS FURTHER RESOLVED that the Company Secretary be authorised to issue new share certificates for all such shares in the names respectively of ONO and BOT and to enter these transactions in the Register of Members in respect of such shares.

8. IT WAS RESOLVED THAT the Company Secretary process and file all necessary returns relating to the matters transacted at or reported to this Meeting with the Register of Companies on behalf of the Company.

9. There being no further business, the Meeting then terminated.

Chairman.