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FILED

00 SEP 13 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Peter Makris
2110 Drew Street
Clearwater, FL 33765

August 25, 2000

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

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Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent/Registered Office for Elite Martial Arts, Inc. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (727) 446-0000.

Very truly yours,



Peter Makris

PN 9/14/00

ARTICLES OF INCORPORATION

OF

ELITE MARTIAL ARTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Corporation.

ARTICLE I. NAME

The name of the corporation shall be:

ELITE MARTIAL ARTS, INC.

The principal place of business of this corporation shall be:

1730 Alternate 19 S, Ste. B, Tarpon Springs, Florida 34689. The mailing address of this corporation shall be: 1730 Alternate 19 S, Ste. B, Tarpon Springs, Florida 34689.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have **two directors and officers**, initially. The names and addresses of the initial directors and officers who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed are:

Jeff Pinteralli
President

330 Moorings Cove Drive
Tarpon Springs, FL 34689

Andreas Mandelos
Secretary

3343 Rock Valley Drive
Holiday, Florida 34691

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jeff Pinteralli

330 Moorings Cove Drive
Tarpon Springs, FL 34689

IN WITNESS WHEREOF, the undersigned incorporator has executed these

Articles of Incorporation this 11th day of SEPTEMBER, 2000.

Signature of Incorporator


Incorporator

STATE OF FLORIDA

COUNTY OF PASCO

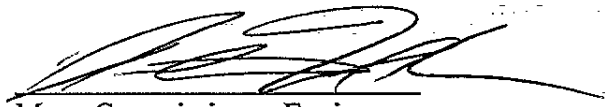
THE FOREGOING instrument was acknowledged and sworn to before me

this 11th day of SEPTEMBER, 2000, Jeff Pinteralli, of

ELITE MARTIAL ARTS, INC.

Notary Public

FL DL #
P536-435-64-271-0


My Commission Expires: _____



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

ELITE MARTIAL ARTS, INC.

2. The name and address of the registered agent and office is:

Name: **JEFF PINTERALLI**

Address: **330 MOORINGS COVE DRIVE**

City: **TARPON SPRINGS**

State: **FLORIDA**

Zip: **34689**

SIGNATURE _____

(Corporate Officer)

TITLE: _____ **PRESIDENT**

DATE: _____

9/11/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE _____

DATE: _____

9/11/00.