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October 28, 1997

Florida Secretary of State
Corporate Division
Post Office Box 6237
Tallahassee, Florida 32314

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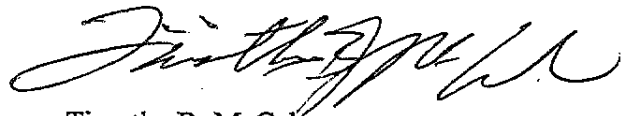
Re: Incorporation of Karate Aerobics, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation with reference to the above corporation, together with a Certificate Designating Place of Business or Domicile For The Service Of Process Within This State, Naming Agent Upon Whom Process May Be Served. Also enclosed is our check in the amount of \$122.50. Please file the original and return to me a certified copy of same.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact my office.

Sincerely,



Timothy B. McCahan
4292 Walnut Street N.E.
St. Petersburg, FL 33703
(813)823-4506

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
11/5/97

ARTICLES OF INCORPORATION
OF
KARATE AEROBICS, INC.

The undersigned, subscribers to these ARTICLES OF INCORPORATION, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be Karate Aerobics, Inc.

ARTICLE II
TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Hundred Fifty Thousand (750,000).

Such shares shall be of one class, and shall have a par value of \$.01 per share.

ARTICLE V
REGISTERED AGENT

The street address of the initial registered office of the corporation is and the name of its

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TALLAHASSEE, FLORIDA

initial registered agent of said address is Timothy B. McCahan, 4292 Walnut Street N.E., St. Petersburg, Florida 33703.

ARTICLE VI
ADDRESS

The principal office of the corporation is 4292 Walnut Street N.E., St. Petersburg, Florida 33703.

ARTICLE VII
DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one.

The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Timothy B. McCahan	4292 Walnut Street N.E. St. Petersburg, FL 33703
Deborah M. McCahan	4292 Walnut Street N.E. St. Petersburg, FL 33703

ARTICLE VIII
INCORPORATORS

The name and address of each Incorporator is: Timothy B. McCahan, 4292 Walnut Street N.E., St. Petersburg, Florida 33703.

ARTICLE IX

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible to shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of

this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing of the issue of shares and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder of the corporation within thirty (30) days of the receipt of notice from the corporation.


TIMOTHY B. McCAHAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, TIMOTHY B. McCAHAN, described in and who executed the same freely and voluntarily for the purposes therein expressed.

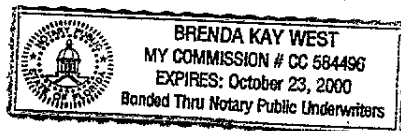
WITNESS my hand and notarial seal at St. Petersburg, Pinellas County, Florida, on this the 28th day of October, 1997.

personally known to me.

Brenda Kay West
Notary Public (Name printed)
Brenda Kay West
Notary Public (signature)

Serial Number, if any

My Commission Expires:



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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

That KARATE AEROBICS, INC., organized under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of St. Petersburg, County of Pinellas, State of Florida, has named, TIMOTHY B. McCAHAN, 4292 Walnut Street N.E., St. Petersburg, Florida 33703 as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


REGISTERED AGENT

10-28-97
DATE

97 NOV -4 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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