

Sumstate Research  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Karate Masters Miami, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☒ Walk in  
☐ Mail out

☐ Pick up time  
☐ Will wait

☒ Photocopy

☐ Certified Copy  
☐ Certificate of Status

| NEW FILINGS                                |     |
|--------------------------------------------|-----|
| <input checked="" type="checkbox"/> Profit | DIV |
| <input type="checkbox"/> NonProfit         |     |
| <input type="checkbox"/> Limited Liability |     |
| <input type="checkbox"/> Domestication     |     |
| <input type="checkbox"/> Other             |     |

| AMENDMENTS               |                                        |
|--------------------------|----------------------------------------|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

FILED  
98 APR -1 PM 12:29  
SECRET, HALL OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

APR 1 1998

ARTICLES OF INCORPORATION

OF

KARATE MASTERS MIAMI, INC.

FILED  
98 APR -1 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I  
NAME and PRINCIPAL OFFICE

The name of this corporation shall be KARATE MASTERS MIAMI, INC., and the principal place of business and mailing address of this corporation shall be 8507 Pines Boulevard, Pembroke Pines, Florida 33024.

ARTICLE II  
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u><br><u>Authorized</u> | <u>Par Value</u><br><u>Per Share</u> | <u>Class of</u><br><u>Stock</u> |
|----------------------------------------------|--------------------------------------|---------------------------------|
| 100                                          | \$1.00                               | Voting                          |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services, in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 200 South Biscayne Boulevard, Suite 3150, Miami, Florida 33131-2311, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael D. Joblove.

ARTICLE VI  
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

| <u>Name</u>     | <u>Address</u>                                     |
|-----------------|----------------------------------------------------|
| David Mohan     | 914 Milford Mill Road<br>Baltimore, Maryland 21208 |
| Elizabeth Mohan | 914 Milford Mill Road<br>Baltimore, Maryland 21208 |

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator is David Mohan, 914 Milford Mill Road, Baltimore, Maryland 21208.

ARTICLE VIII  
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

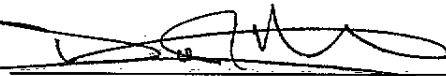
ARTICLE IX  
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X  
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30<sup>th</sup> day of March, 1998.

  
\_\_\_\_\_  
David Mohan, Incorporator

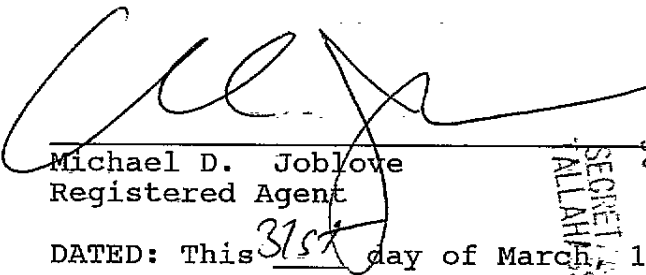
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:

KARATE MASTERS MIAMI, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8507 Pines Boulevard in the City of Pembroke Pines, State of Florida, has named MICHAEL D. JOBLOVE, 200 South Biscayne Boulevard, Suite 3150, Miami, Florida 33131-2311, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Michael D. Joblove  
Registered Agent

DATED: This 31st day of March 1998

FILED  
98 APR 1 PM 12:29  
TALLAHASSEE, FLORIDA  
STATE