

F980000002316

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MARTIAL ARTS GROUP, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

DONALD PRUE
(Name of Person)
MARTIAL ARTS GROUP, INC.
(Firm/Company)
25 CAPITOL CT.
(Address)
DEERFIELD BEACH FL 33442
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

DON PRUE at (954) 917-6889 OR 570-7357
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

W98-7712

4/23/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 7, 1998

DONALD PRUE
MARTIAL ARTS GROUP, INC.
25 CAPITOL CT.
DEERFIELD BEACH, FL 33442

SUBJECT: MARTIAL ARTS GROUP, INC.
Ref. Number: W98000007712

We have received your document for MARTIAL ARTS GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 598A00018388

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. MARTIAL ARTS GROUP, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. MICHIGAN 3. 38-3070424
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9-30-92 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4-15-98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 25 CAPITOL CT.
DEERFIELD BEACH, FL 33442
(Current mailing address)

8. MARTIAL ARTS ASSOCIATION ADMINISTRATION OFFICE
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

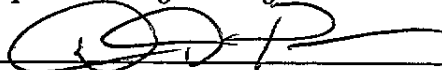
Name: DON PRUE

Office Address: 25 CAPITOL CT

DEERFIELD BEACH, Florida, 33442
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: ED WARD Copley

Address: 5738 15 MILE STERLING HGTS, MI 48310

Vice Chairman: DON PRUE

Address: 25 CAPITOL CT

DEERFIELD BEACH, FL 33442

Director: ED WARD Copley

Address: (SAME)

Director: DON PRUE

Address: (SAME)

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: DON PRUE

Address: 25 CAPITOL CT

DEERFIELD BEACH, FL 33442

Vice President: _____

Address: _____

Secretary: EDWARD Copley

Address: 5738 15 MILE Rd

STERLING HGTS, MI 48310

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

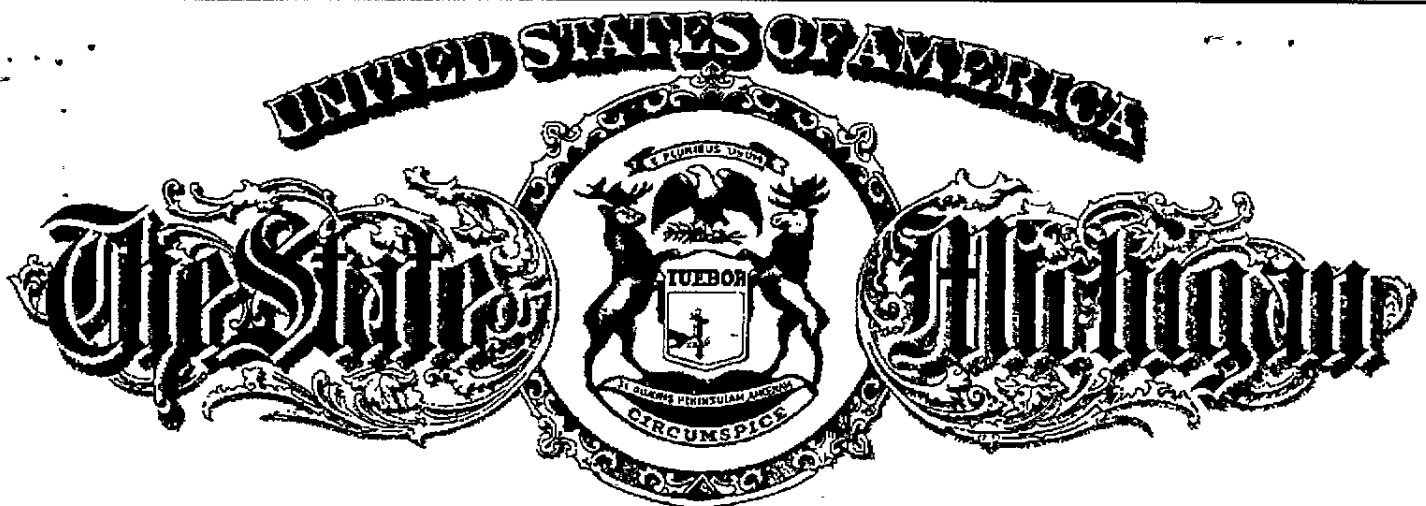
13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DONALD PRUE VICE CHAIRMAN DIRECTOR

(Typed or printed name and capacity of person signing application) /

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

MARTIAL ARTS GROUP, INC.

was validly incorporated on September 30, 1992, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 26th day of March, 1998.

Julie Croll

, Director

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Corporation, Securities and Land Development Bureau

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TALLAHASSEE, FLORIDA