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JAMES F. McCOLLUM
WILLIAM J. RINALDO

November 13, 2001

RENEE MILLER
MELISSA NEWGENT
JULIE BRADDOCK
LEGAL ASSISTANTS

L01000020152

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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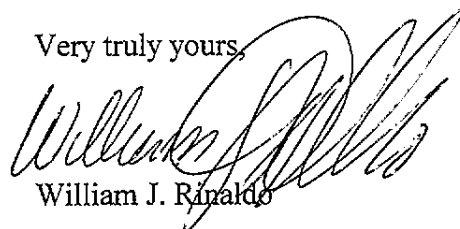
Re: THE FLORIDA ACADEMY OF JUDO & KARATE, L.L.C.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named corporation. Both have been subscribed and acknowledged before a notary public. I am enclosing my check in the amount of \$155.00 representing a \$100.00 filing fee, a \$30.00 certified copy fee and \$25.00 for a registered agent designation. If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,


William J. Rinaldo

WJR/rm
enclosures

cc: Client

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2001 NOV 16 AM 9:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
THE FLORIDA ACADEMY OF JUDO & KARATE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be THE FLORIDA ACADEMY OF JUDO & KARATE, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be , 1850 U.S. Highway 27 South, #N6, Avon Park, Florida 33825.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- MANAGEMENT

The company shall be managed by managers in accordance with regulations adopted by the members for management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is YVONNE ROSENTHAL, 1850 U.S. Highway 27 South, #N6, Avon Park, Florida 33825.

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except as set forth in the regulations of the company. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued as set forth in the regulations of the company, and provided there is at least one remaining member.

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF AVON PARK, FLORIDA

ARTICLE VII - CERTIFICATION

The undersigned member of this Limited Liability Company hereby certifies that it has at least one member and that it is executed by at least one member or the authorized representative of a member.

ARTICLE VIII - CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

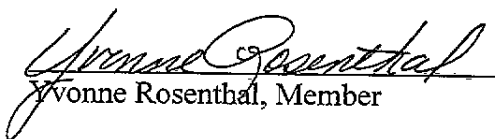
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the state of Florida.

The name of the limited company is THE FLORIDA ACADEMY OF JUDO & KARATE, L. L. C.

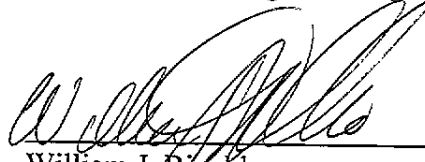
The name and the Florida street address of the registered agent are:

William J. Rinaldo
McCollum & Rinaldo, L.L.C.
129 South Commerce Avenue
Sebring, FL 33870

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 129 South Commerce Avenue, Highlands County, Sebring, Florida, on November 13, 2001.


Yvonne Rosenthal, Member

Having been named as a registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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.


William J. Rinaldo
McCollum & Rinaldo, L.L.C.
Registered Agent

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2001 NOV 16 AM 10:00
DIVISION OF CORPORATE
REGISTRATION
TALLAHASSEE, FLORIDA