

L04/000003/902

2004 APR 20 P 1:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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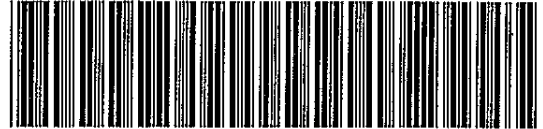
(Business Entity Name)

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6260 Dupont Station Court, Suite C
Jacksonville, Florida 32217
(904) 256-3333
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E-mail: HACaplan@bellsouth.net

HOWARD A. CAPLAN
Attorney, P.A.

FILED

Licensed in
Florida &
Tennessee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

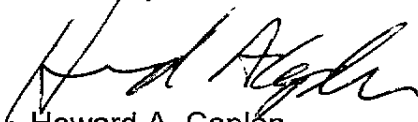
April 16, 2004

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Organization of Master Kim's Martial Arts Center, LLC along with the statement of registered agent and check for the appropriate fee.

Sincerely,



Howard A. Caplan

HAC/mt

enclosures

ARTICLES OF ORGANIZATION
OF
MASTER KIM'S MARTIAL ARTS CENTER, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizer of these Articles of Organization, a natural person competent to contract, and authorized representative of the initial Member hereof, hereby presents these Articles for the formation of a for profit limited liability company under the Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I

The name of the Company is Master Kim's Martial Arts Center, LLC.

ARTICLE II

This Company will exist perpetually.

ARTICLE III

The principal office, and the mailing address, of the Company initially will be at 3202 Atlantic Blvd., Jacksonville, Florida 32207. The principal office may be moved to any address that the member may choose, provided however that the principal office will be in the State of Florida. The mailing address is the same as above.

ARTICLE IV

The registered office will be and the registered agent at that same address are:

Agent

Registered Office Address

Howard A. Caplan, Attorney, P.A.

6260 - C Dupont Station Court
Jacksonville, FL 32217

ARTICLE V

The Company is being organized as a single tax-paying member disregarded entity limited liability company.

Member

Hunchan Kim

Member's Address

3202 Atlantic Blvd.
Jacksonville, FL 32207

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TALLAHASSEE, FLORIDA

ARTICLE VI

The management of the Company is reserved to the member of the Company.

However, the member may elect to be manager managed.

ARTICLE VII

The general nature of the business that will be transacted by the Company is any legally permissible activity, including martial arts instructing.

ARTICLE VIII

This Company will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This Company will have the power to make loans, secured or unsecured, to its Member, providing said Member are active employees of the Company.

ARTICLE IX

The Company may indemnify the member and any and all persons who may serve or who have served at any time as manager, employee, or agent of the Company or at any time have served as manager, employee, or agent of another company in which the Company at such time owned or may own an Membership interest or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts

paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been Member, managers, managing Member, employees, or agents of the Company, or of such other company except in relation to matters as to which any such member, manager, managing member, employee, or agent or former member, manager, managing member, employee, or agent will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, agreement, vote of Member, or otherwise, and the Company may indemnify any member, manager, managing member, employee, or agent or any former member, manager, managing member, employee, or agent to the fullest extent permitted by law

ARTICLE X

The name and address of the organizer and person signing these Articles of Organization are:


Name

Address

Howard A. Caplan

6260 - C Dupont Station Court
Jacksonville, FL 32217

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization, this 16th day of April, 2004.


Howard A. Caplan

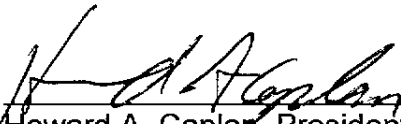
ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

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Having been named to accept service of process for the above stated company at 1:5;
the place designated in the Articles of Organization to which this is attached, I hereby
accept to act in this capacity, and agree to comply with the provisions of said law relative
to keeping open said office.

Dated this 16th day of April, 2004

HOWARD A. CAPLAN, ATTORNEY, P.A.


Howard A. Caplan, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA