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John A. Dwyer Attorney at Law

Master of Laws in Taxation

506 North Alexander Street Post Office Box 848 Plant City, Florida 33563

Tel: (813) 754-1198 Fax: (813) 754-7759

February 10, 2005

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

RE: The Articles of Organization of E. H. Karate Academy, L. L. C.

Gentlemen:

Enclosed herewith are originals and one copy of Articles of Organization of E. H. Karate Academy, L.L.C., and Certificate of Designation of Registered Agent/Registered Office. Please file these documents in your records, and send me one certified copy of the Articles of Organization and of the other two documents if the charge is \$30.00 for all copies.

My check in the amount of \$155.00 is enclosed to cover the following fees:

\$125.00 Filing fee

\$ 30.00 One certified copy

\$155.00 Total

Thank you for your prompt attention in filing these documents and returning a certified conversame to me.

Very truly yours,

JOHON A. DWYER

Enclosure

jad\corp\E. H. Karate Academy, LLC-ltr to file limited liability co.

ARTICLES OF ORGANIZATION

OF

E. H. KARATE ACADEMY, LLC

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 E. H. KARATE ACADEM ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 32 Lithia-Pinecrest Road, Suite 103, Brandon, Florida 33594.

ARTICLE III -- DURATION

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

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is JOHN A. DWYER, 506 N. Alexander Street, Plant City, Florida 33563.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company in cash or property as agreed between the members.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transfer except shall have no right to participate in the management of the business and affairs of the company or become a member unless all (100%) percent of the members of the company other than the company or member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT 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 by majority vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by Deborah Harris, the managing general partner, in accordance with regulations adopted by the members for the 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:

DEBORAH HARRIS - Managing General Partner 3220 Lithia-Pinecrest Road, Suite 103 Brandon, Florida 33594

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Plant City, Hillsborough County, Florida, on the ______ day of February, 2005.

OHN A. DWYER

Organize

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing Articles of Organization was acknowledged under oath on the <u>/ 5</u> day of February, 2005, by JOHN A. DWYER, who declared his identity and who produced his Florida Drivers License as personal identification.

Notary Public -- State of Florida

My Commission expires:

Produced Identification

Type of Identification Produced -Drivers License

jad/corp/E. H. KARATE ACADEMY, LLC-Articles of Organization

SECREMENT AND 11: 31

Under the provisions of F.S. 608.414 or 608.507, E. H. KARATE ACADEMY, LLC, a Limited Liability Company, submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is E. H. KARATE ACADEMY, LLC.
- 2. The name and street address of the registered agent in Florida are:

JOHN A. DWYER 506 N. Alexander Street Plant City, Florida 33563

The undersigned, being the person named in the articles of organization of E. H. KARATE ACADEMY, LLC, a Limited Liability Company, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

JOHN A. DWYER

Registered Agent

506 N. Alexander Street Plant City, Florida 33563 FEB 18 MILES

jad\corp\E.H. Karate Academy-Cert of Designation of Registered Agent