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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

JUN 24 2005



# GTL Management, Inc.

*"Creative Solutions For Small Businesses"*

May 27, 2005

**Accounting**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Incorporation  
Assistance**

RE: Kelley's Martial Arts Dojo, LLC

To Whom It May Concern:

**Administrative  
Assistance**

The enclosed Articles of Organization and our check in the amount of \$130.00 are submitted for filing.

Accounts Receivable  
Accounts Payable

Please return all correspondence concerning this matter to:

Lorraine D. Powell

**Payroll  
Processing**

2238 Winter Woods Blvd.

Payroll Management  
Employee Benefits

Winter Park, FL 32792

**Employee  
Leasing**

Lorraine D. Powell

Payroll Management  
Human Resources  
Worker's Compensation  
Employee Benefits  
401 (k)

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**ARTICLES OF ORGANIZATION**

**FOR**

**Kelley's Martial Arts Dojo, LLC**

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**Article I - Name**

The name of the limited liability company is **Kelley's Martial Arts Dojo, LLC**

**Article II - Duration.**

The period of duration for this limited liability company is perpetual from the date of filing the Articles of Organization with the appropriate state filing office, unless sooner dissolved by the members or as provided by state law.

**Article III - Purpose.**

This Limited Liability Company shall have the following powers:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist its officers and employees in accordance with law.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (j) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

- (k) To make donations for the public welfare or for public charitable, scientific, or educational purposes.
- (l) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- (m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and all employees and for any or all of the directors, officers and employees of its subsidiaries.
- (n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (o) To have and exercise all powers necessary or convenient to effect its purpose.

#### **Article IV - Principal Place of Business**

The principal place of business is: 1150 N. Ronald Reagan Blvd., Longwood, FL 32750

#### **Article V - Registered Agent & Office.**

The name of the company's registered agent, whose Consent to Appointment as Registered Agent is included with these Articles, is **Linda L. Kelley** and the address of the registered office within this state is 1150 N. Ronald Reagan Blvd., Longwood, FL 32750

#### **Article VI - Capitalization.**

The total initial capital contribution by the members of this LLC has an agreed value of \$220.00

#### **Article VII - Additional Capital Contributions.**

Additional capital contributions if required shall be contributed in accordance with the members' membership percentages.

#### **Article VIII - Admission of Additional Members.**

Additional Members may be admitted to this LLC only upon such terms as are unanimously agreed to by all Members in the Operating Agreement.

#### **Article IX - Continuation.**

The remaining Members of the limited liability company by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event, which terminates the continued membership of a Member in this limited liability company. Members cannot enter into Business Continuation Agreement.

#### **Article X - Management.**

The business of the company shall be conducted under the exclusive management of its members who shall vote according to their proportionate interest in their company and shall have exclusive authority to act for the company in all matters.

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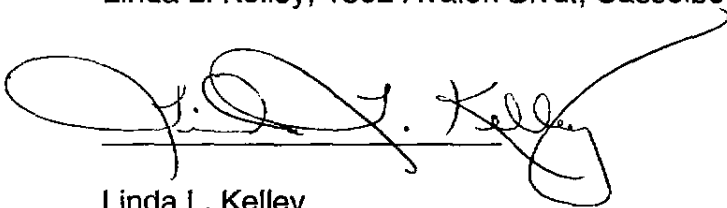
The names and addresses of the members of the Company are:

Linda L. Kelley, 1302 Avalon Blvd., Casselberry, FL 32707

**Article XII - Organizer.**

The name and address of each organizer of this Limited Liability Company is:

Linda L. Kelley, 1302 Avalon Blvd., Casselberry, FL 32707

A handwritten signature in black ink, appearing to read "Linda L. Kelley", is written over a horizontal line. The signature is stylized with large loops and a long, sweeping tail that extends to the right.

Linda L. Kelley

(407) 496-7415

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**Kelley's Martial Arts Dojo, LLC**

desiring to organize as a limited liability company under the laws of the State of Florida, with its registered office at:

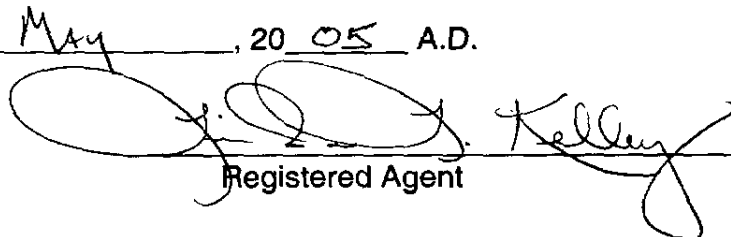
**1150 N. Ronald Reagan Blvd., Longwood, FL 32750**

has named and designated **Linda L. Kelley** as its Registered Agent to accept service process within the State of Florida

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named limited liability company, at the place designated in this Certificate, I hereby accept the appointment of 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 as provided for in Chapter 608, Florida Statutes..

Dated this 27 day of May, 20 05 A.D.

  
\_\_\_\_\_  
Registered Agent

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