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FLORIDA/FOREIGN LIMITED LIABILITY CO.

fight management group, llc

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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

Fight Management Group, LLC

Article I

The name of the Limited Liability Company is:

Fight Management Group, LLC

Article II

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing Address: 12121 NE 16th Avenue
North Miami, Florida 33161

Street Address: 12121 NE 16th Avenue
North Miami, Florida 33161

Article III

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

The Limited Liability Company shall be managed by the members 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 names and addresses of the members of the company are:

Manager

Luis Fernandez
President of MIAMI BUDOKAI, INC. (Manager)

Joseph A. Spiritti Jr.
Vice-President of C&S Business Holdings, Inc.
(Manager)

Address

7396 Bird Road
Miami, Florida 33155

12121 N.E. 16th Avenue
North Miami, Florida 33161

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Article V

The Limited Liability Company is organized by the following initial member(s), whose name and address is/are as follows:

<u>Member</u>		<u>Address</u>
MIAMI BUDOKAI, INC.	(Member)	7396 Bird Road Miami, Florida 33155
C&S Business Holdings, Inc.	(Member)	12121 N.E. 16 th Avenue North Miami, Florida 33161

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Article VI

Additional members may be admitted by the unanimous written consent of all members under the terms and conditions agreed to by all of the members.

Article VII

The undersigned member or authorized representative of a member of Fight Management Group, LLC certifies:

1. the above named limited liability company has at least one member;
2. Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.
3. No additional members shall be admitted to the company except by 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 operating agreement of the company.
4. The company shall be dissolved on the death, bankruptcy, or dissolution of a member or Chief Executive Chief Executive Manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, as set forth in the operating.

(In accordance with Section 608.408(3), Florida Statutes, the execution of these articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

By: _____

Luis Fernandez, Manager

By: _____

Joseph A. Spirti, Jr., Manager

STATE OF FLORIDA

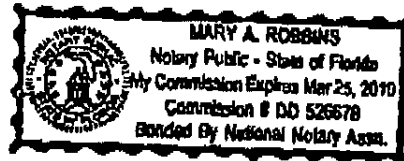
Ss:

COUNTY OF DADE

BEFORE ME, the undersigned authority, this 4th day of April, 2007 personally appeared, Luis Fernandez, Joseph A. Spirti, Jr. to me well known to be the persons who executed the above and foregoing Articles of Organization of Fight Management Group, LLC., and who state that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 4th day of April, 2007
My Commission Expires:

By Mary A. Robbins
Notary Public



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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.

1. The name of the limited liability company:

Fight Management Group, LLC

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

Joseph A Spiriti, Jr.
Caserta, Spiriti & Gonzalez
12121 N.E. 16th Avenue
North Miami, Florida 33161

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Having been named 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 provision 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.

By: _____

Joseph A Spiriti, Jr.

STATE OF FLORIDA

SS: _____

COUNTY OF DADE

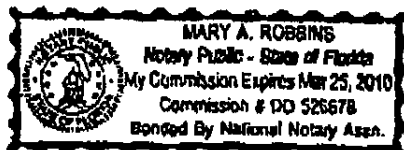
BEFORE ME, the undersigned authority, this 4th day of April, 2007, personally appeared, Joseph A Spiriti, Jr. to me well known to be the person who executed the above and foregoing Articles of Organization of Fight Management Group, LLC and who state that they executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 4th day of April, 2007

My Commission Expires:

By: _____

Notary Public



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