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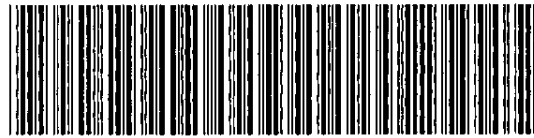
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EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 222730 82724A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 125.00

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ORDER DATE : December 17, 2009

ORDER TIME : 11:45 AM

ORDER NO. : 222730-005

CUSTOMER NO: 82724A

DOMESTIC FILING

NAME: AMERICAN SPORTS KARATE, LLC

EFFECTIVE DATE:

_____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP
XXX _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XXX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young - EXT. 2962

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
OF
AMERICAN SPORTS KARATE, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is AMERICAN SPORTS KARATE, LLC, referred to in these Articles of Organization as the "Company".

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 120 Brampton Lane, Naples, FL 34104. The Company's registered agent is Michael A. Durant, whose office is located at 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida 34109.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is Darren James Moore, who is a natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is organized with the purpose of providing instruction for martial arts and mixed martial arts along with related disciplines and including yoga and pilates, other legal business, has all powers provided by law and may use those powers to any lawful purpose.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by the Managing Members as further provided in the Company's Operating Agreement. No member other than the Managing Members may act as an agent of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, who, individually, shall have that authority. The name and address of the Managing Members are as follows:

Darren James Moore
120 Brampton Lane
Naples, FL 34104

Todd Haven Byers
____ Freeport Lane
Naples, FL 34119

Joseph Martin Rogers
3891 Midshore Drive
Naples, FL 34109

Troy Lee Merry
1221 Wisconsin Drive
Naples, FL 34103

Eric Masino
388 Sharwood Drive
Naples, FL 34110

ARTICLE VII ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's Operating Agreement.

ARTICLE VIII RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

Executed this 17th day of December, 2009.

By: 

Name: Darren James Moore

Title: Managing Member

By: 

Name: Todd Haven Byers

Title: Managing Member

By: 

Name: Joseph Martin Rogers

Title: Managing Member

By: 

Name: Troy Lee Merry

Title: Managing Member

By: _____

Name: Eric Masino

Title: Managing Member

By: _____
Name: Joseph Martin Rogers
Title: Managing Member

By: _____
Name: Troy Lee Merry
Title: Managing Member

By: Eric Masino
Name: Eric Masino
Title: Managing Member


**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 IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AMERICAN SPORTS KARATE, LLC
2. The name and address of the registered agent and office is:

Michael A. Durant
Conroy, Conroy & Durant, P.A.
2210 Vanderbilt Beach Road, Suite 1201
Naples, Florida 34109

Having been named as 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 accept the obligations of my position as registered agent.


(Signature)

12/17/, 2009