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FLORIDA NON-PROFIT CORPORATION
ACADEMY OF MARTIAL ARTS FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
ACADEMY OF MARTIAL ARTS FOUNDATION, INC.
(A Florida Corporation Not for Profit)**

**ARTICLE I
Name**

The name of this corporation is **ACADEMY OF MARTIAL ARTS FOUNDATION, INC.** (hereinafter called the "Corporation").

**ARTICLE II
Principal Place of Business and Mailing Address**

The address of the principal office of the Corporation shall be 328 Crandon Boulevard, Suite 206, Key Biscayne, Florida 33149.

**ARTICLE III
Purpose**

This is a Corporation not for profit which is organized exclusively to provide for the advancement, funding and other promotion of amateur martial arts competition, at the local, national, and international levels, and other charitable, religious, education and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

**ARTICLE IV
Manner of Election of Directors**

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number and method of election of the Directors of the Corporation who shall serve following the terms of the initial Directors of the Corporation shall be as set forth in the Bylaws, but in no case shall the number be less than three.

**ARTICLE V
Limitation of Corporate Powers**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real and personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law, including, but not limited to, the powers enumerated

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in section 617.0302, Florida Statutes. In addition to the powers specified herein, the Corporation shall have additional powers specified in its Bylaws.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future tax code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Sections 170 (c)(2), 2055, 2106 (a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future tax code.

ARTICLE VI

Initial Registered Agent and Street Address

The name and mailing address of the registered agent is:

Robert Duzoglou
328 Crandon Boulevard, Suite 206
Key Biscayne Boulevard, Florida 33149

ARTICLE VII

Incorporator

The name and mailing address of the incorporator is Robert Duzoglou, 328 Crandon Boulevard, Suite 206, Key Biscayne Boulevard, Florida 33149 (the "Incorporator"). The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating the Corporation shall be reimbursable by the Corporation to the Incorporator.

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ARTICLE VIII
Number and Names of Directors

The number consisting the initial Board of the Corporation is three (3). The names and mailing addresses of the persons who are to serve as the initial Board are:

Robert Duzoglou
328 Crandon Boulevard, Suite 206
Key Biscayne Boulevard, Florida 33149

Lori Duzoglou
328 Crandon Boulevard, Suite 206
Key Biscayne Boulevard, Florida 33149

Luciana Dias
328 Crandon Boulevard, Suite 206
Key Biscayne Boulevard, Florida 33149

ARTICLE IX
Membership

This Corporation shall have no members.

ARTICLE X
Duration of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XI
Disposal of Assets upon Dissolution

Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation. Such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE XII
Amendment of Articles

These Articles of Incorporation shall be amended and/or restated only by an action of a majority of the members of the Board of Directors of the Corporation.

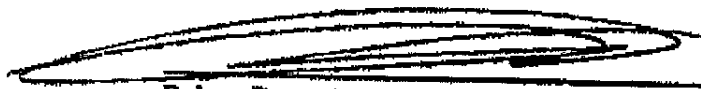
ARTICLE XIII
Amendment of Bylaws

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the members of the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XIV
Liability of Directors

Directors of the Corporation shall not be liable to the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the Director derived an improper personal benefit.

I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring and certifying that the facts herein stated are true on this 9th day of February, 2000.



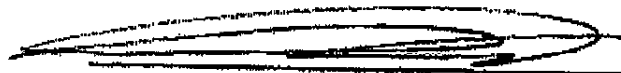
Robert Duzoglou, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for **ACADEMY OF MARTIAL ARTS FOUNDATION, INC.** ("Corporation"), at the place designated in the Articles of Incorporation of the Corporation, 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 and accept the obligations of my position as Registered Agent.



Robert Duzoglou, Registered Agent

Date: February 9th, 2000

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