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ATTORNEY AT LAW  
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June 27, 2001

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-07/03/01--01005--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: I.O.G.K.F. -U.S.A., Inc.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$78.75,  
Articles of Incorporation and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing fee

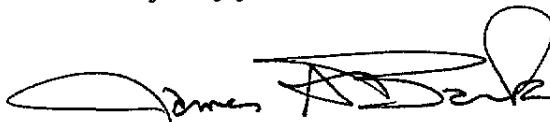
\$35.00 - Designating Registered Agent

\$ 8.75 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me.

Thank you for your assistance.

Very truly yours,

  
James A. Barks

JAB/vam

Enclosures

James A. Barks GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Princ. Address  
DATE 7-9-01  
DOC. EXAM WC

FILED  
01 JUL -3 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-9-01  
WC

ARTICLES OF INCORPORATION

OF

I.O.G.K.F. - U.S.A., INC.

FILED  
01 JUL -3 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associate himself together to form a corporation not for profit under Chapter 617 of the Laws of the State of Florida.

ARTICLE I:

NAME

The name of this corporation is: I.O.G.K.F. - U.S.A., INC.

ARTICLE II:

PURPOSE

The purposes for which this corporation is formed to promote and propagate the traditional teaching of Okinawan Goju-ryu Karate.

ARTICLE III:

QUALIFICATION OF MEMBERS

Membership shall be as set forth in the corporation's By-Laws.

ARTICLE IV:

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V:

SUBSCRIBERS

The subscriber to these Articles is:

Name  
JOHN P. LYONS

Address  
212 Steeplechase Circle  
Sanford, Florida 32771

ARTICLE VI:

MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons who shall be elected by a majority of the members present at the annual meeting or any called meeting for which notice is given as provided in the By-Laws. The Board of Directors so elected shall elect from their number a President, Secretary and Treasurer, two of which offices may be held by the same person, but the President may not serve as Secretary.

ARTICLE VII:

INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the initial Directors and Officers who shall serve until the first election are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
JOHN P. LYONS	Director Administrator (Vice-President)	212 Steeplechase Circle Sanford, Florida 32771
ERIC SHINGU	Director Chief Instructor (President)	3591 Quail Lakes Drive Apartment 231 Stockton, California 95207
ROBIN E. LYONS	Director	212 Steeplechase Circle Sanford, Florida 32771

ARTICLE VIII:

ADOPTION, AMENDMENT AND RESCISSION OF BY-LAWS

The By-Laws of the corporation may be adopted, amended or rescinded upon proposal by a member by a two-thirds vote of the Board of Directors and majority vote of the membership upon

twenty (20) days written notice prior to the annual meeting or a special meeting duly called as prescribed in the By-Laws. Proxies and waivers may be used to meet the qualifications.

ARTICLE IX:

AMENDMENT

These Articles may be amended in the same manner as the By-Laws as set out in Article VIII herein.

ARTICLE X.

DESIGNATED RESIDENT AGENT

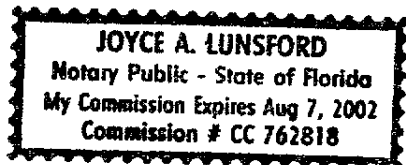
The agent designated for service of process for the corporation is JOHN P. LYONS, 212 Steeplechase Circle, Sanford, Florida 32771. The Principal address is the same.

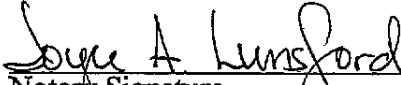
WITNESS my hand and seal to these Articles this 9 day of April 2001.

  
JOHN P. LYONS

STATE OF FLORIDA  
COUNTY OF SEMINOLE

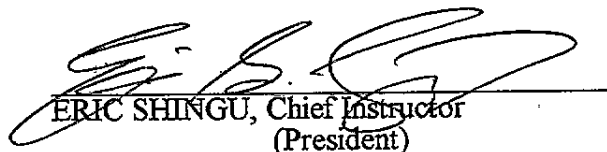
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April, 2001, by JOHN P. LYONS, and that I relied upon the following form of identification of the above-named person: X Personally Known, OR \_\_\_\_\_ Produced \_\_\_\_\_ as identification.



  
Notary Signature  
Notary Name: Joyce A. Lunsford  
Commission Number: CC 762818  
My Commission Expires: Aug. 7, 2002

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS  
WITHIN THIS STATE

Pursuant to Florida Statutes, this is to certify that I.O.G.K.F. - U.S.A., INC., a corporation duly organized and existing under the Laws of the State of Florida, has named JOHN P. LYONS, 212 Steeplechase Circle, Sanford, Florida 32771, as its agent to accept service of process within this State and the said address as the office for such service of process.

  
ERIC SHINGU, Chief Instructor  
(President)

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By:   
JOHN P. LYONS, Registered Agent

FILED  
01 JUL -3 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA