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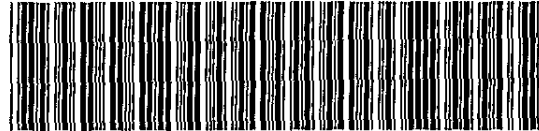
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JOHN C. ENGLEHARDT, P.A.

1524 E. LIVINGSTON ST.
ATTORNEY AT LAW
ORLANDO, FL.
32803
(407) 896-1138
(407) 896-7370 (Fax)

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April 20, 2004

Department of Corporations
P.O. Box 6327
Tallahassee, FL 32301

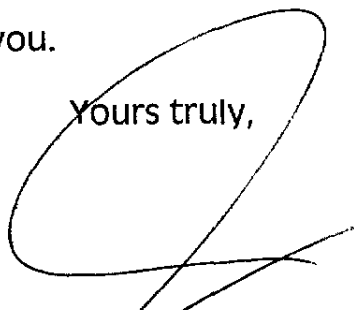
RE: Articles of Incorporation - WADO GUSEIKAI USA, INC.

Dear Sirs:

Enclosed please find the Articles of Incorporation for WADO GUSEIKAI USA, INC., and a check for \$70.00 for filing the Articles.

Thank you.

Yours truly,

A large, stylized handwritten signature in black ink, appearing to be 'John C. Englehardt', written over the typed name.

John C. Englehardt

JCE:slt
enclosures

ARTICLES OF INCORPORATION OF

WADO GUSEIKAI USA, INC.

FILED
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TALLAHASSEE, FLORIDA

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The undersigned acting as incorporator of a corporation Not For Profit under the Florida Statute 617.0202 adopts the following Articles of Incorporation for such corporation:

I. The name of the corporation is WADO GUSEIKAI USA, INC..

II. The period of its duration is perpetual.

III. The purpose of the corporation is to promote the vision and goals of JKF Wado-Kai and Wado Guseikai USA, Inc, support the existing and future Wado Guseikai USA, Inc. membership, and provide for the development of a financially viable international organizational system that will contribute to the global promotion and development of Wado-Kai karate.

IV. WADO GUSEIKAI USA, INC. is a corporation not for profit. No stock of any nature will be issued.

V. The street address of its registered office, which is also the street address of the principal place of business of the corporation is 28036 Price Rd., Okahumpka, FL 34762 and the name of its registered agent at 1524 E. Livingston St., Orlando, FL 32803 is John C. Englehardt, who is a resident of this State.

VI. The affairs of the corporation shall be directed by a board of five or more Directors. The names and addresses of the initial appointed directors of this corporation shall be as follows:

NAME	ADDRESS
Yoshikazu Nakamura	8538 Hopkins Circle Unit D, Myrtle Beach, SC 29575
Bob Nash	24212 63 rd Way S, #4-202 Kent, WA 98032
Butch Balingit	P.O. Box 7063 Lakeland, FL 33807-7063
Marlon Moore	4517 W. Gary Chandler, AZ 85226
Donnie Danner	759 Mays Chapel Rd. Mt. Juliet, TN 37122

VII. The initial appointed officers of the corporation, and their addresses are:

OFFICE	NAME	ADDRESS
General Manager	Bob Nash	2412 63 rd Way S, #4-202 Kent, WA 98032
Technical Director	Bob Nash	2412 63 rd Way S, #4-202 Kent, WA 98032
President	Tom Bentley	28036 Price Rd., Okahumpka, FL 34762
Secretary	Debby Venerosa	P.O. Box 6303 Florence, SC 29502
Treasurer	Jannet Lewis	6636 Broken Arrow Tr., Lakeland, FL 33813

VIII. The name and address of the incorporator is John C. Englehardt, 1524 E. Livingston St., Orlando, FL 32803.

IX. The membership shall consist of those individual units of branches that are created in accordance with Article 7 of the JKF Wado-Kai Rules for Overseas Members which have registered with the Secretary of Wado Guseikai USA, Inc. by application in the form prescribed by the Board of Directors and submitted to the President, who are approved by the Board of Directors, and who are current in such dues as may be assessed by the Board of Directors. Any applicant for membership will be accepted as a member or denied membership within 60 working days from the date of receipt of application. Function and duties of branches will be in accordance with those set forth in Article 8 of the JKF Wado-Kai Rules for Overseas Members. The Board of Directors may revoke or suspend the voting and other privileges of any member, or expel any member for good cause.

Any member may resign, in writing, at any time. Resignation shall forfeit all rights and privileges of membership.

The Privileges and obligations of membership shall be as follows:

- A. Participation in any athletic meets, competitions, seminars, training camps and/or any other events that are sponsored by JKF Wado-Kai and Wado Guseikai USA.
- B. Acquisition of kyu grades issued by Wado Guseikai USA.
- C. Acquisition of dan grades, titles, instructor certification, referee certification and other such qualifications issued by JKF Wado-Kai.
- D. Receive priority distribution of bulletins, newsletters, instructional videos and other such articles made available through the affiliation with JKF Wado-Kai and Wado Guseikai USA.

E. Members must maintain a good standing with JKF Wado-Kai and Wado Guseikai USA by adhering to the Rules of Operation of JKF Wado-Kai and Wado Guseikai USA.

X. Each Director shall be elected by a majority vote of the Members. The term of the initial appointed Directors and elected Directors shall be for three years. All acts of the Board of Directors shall be by majority vote.

The duties of the Board of Directors shall be as follows:

A. Oversee the operation of Wado Guseikai USA to promote the goals of JKF Wado-Kai while maintaining the integrity and growth of Wado Guseikai USA.

B. Appoint and/or dissolve Standing Committees and Special Committees as needed.

C. Direct and advise the officers of Wado Guseikai USA.

D. Administrate the privileges and obligations of Wado Guseikai USA.

E. Facilitate arbitration procedures, in conjunction with legal counsel, when directed by JKF Wado-Kai Headquarters or when deemed necessary to ensure the proper functioning of Wado Guseikai USA.

F. Meet at least annually or as needed to ensure the proper functioning of Wado Guseikai USA.

G. Provide annual reports which summarize the financial status and activities of Wado Guseikai USA to the general membership and JKF Wado-Kai.

H. Oversee the administration of all business activities which pertain to the proper functioning of Wado Guseikai USA.

I. Serve as the financial committee which approves all expenditures of Wado Guseikai USA funds.

J. Ensure that all JKF Wado-Kai Overseas Regulations are addressed in a manner which promotes the desire of the Headquarters while maintaining the integrity and growth of Wado Guseikai USA.

XI. The Officers shall be elected by a majority vote of the Board of Directors. The term of the initial appointed officers and for elected officers shall be for three years.

The responsibilities and duties of the officers shall be as follows, and as supplemented by the Board of Directors:

General Manager:

A. Direct the Activities of Wado Guseikai USA, Inc.

B. Serve as the presiding officer of the Board of Directors.

C. Serve as the primary conduit to JKF Wado-Kai in representing the affairs of Wado Guseikai USA.

D. Facilitates the election of officers.

E. Serve as the chairperson of the financial committee.

Technical Director Duties:

A. Oversee the technical progress of Wado Guseikai USA membership.

B. Conduct and arrange training which promotes technical proficiency of Wado Guseikai USA membership.

C. Presides over all dan, titles or other qualification testing.

President Duties:

- A. Facilitate the development and revision of Wado Guseikai USA beliefs and mission statements as needed.
- B. Serve as the presiding officer of meetings as required.
- C. Provide assistance to Wado Guseikai USA membership as needed.
- D. Serve as an administrative conduit to facilitate new Wado Guseikai USA membership and if needed, membership resignation.
- E. Monitor and work with existing Wado Guseikai USA officers to ensure appropriate administration of Wado Guseikai USA affairs.
- F. Supervise the privileges and obligations of Wado Guseikai USA membership.
- G. Work cooperatively with the Wado Guseikai USA branch representatives in the promotion of JKF Wado-Kai and Wado Guseikai USA.
- H. Direct the coordination of athletic meets, competitions, seminars, training camps, gradings and/or other functions that promote JKF Wado-Kai and Wado Guseikai USA.
- I. Assist in arbitration when needed and/or when directed by the Board of Directors or General Manager.
- J. Serve as a liaison to all Wado Guseikai USA membership.
- K. Provide an appropriate designee to facilitate Wado Guseikai USA business if circumstances prohibit in-person participation.
- L. Monitor, administrate and arbitrate all business activities that pertain to the proper functioning of Wado Guseikai USA.

Treasurer's Duties:

- A. Serve as the custodian of the funds of Wado Guseikai USA.
- B. Maintain thorough and accurate financial records.
- C. Provide the General Manager, Board of Directors, financial committee, and President with regular reports of disbursements and income as required.
- D. Provide quarterly treasurer's reports to the General Manager, Board of Directors, financial committee, and President.
- E. Make an annual financial report to the membership.
- F. Disburse funds as required by the General Manager and/or President.
- G. Collect and deposit all account receivables into the designated financial institution.
- H. File and pay all taxes on time.
- I. Ensure that all corporate documents are completed, filed and dues paid as required.
- J. Maintain up-to-date insurance policies as required by the Board of Directors.

Secretaries' Duties:

- A. Serve as the recording secretary of Wado Guseikai USA.
- B. Maintain accurate minutes of all meetings and signs the minutes and other documents as required.
- C. Maintain all original organization documents.

- D. Send out all organization correspondence as required by the General Manager, Board of Directors and/or President.
- E. Provide updates on the web pages as directed by the General Manager, Board of Directors and/or President.
- F. Maintain a current list of information (name, membership number, rank, phone numbers, e-mail address, and other pertinent information) for all Board members, organization officers and membership.

XII. Kyu Grades shall be acquired by individuals as follows:

- A. Kyu grades can be issued independent of Wado Guseikai USA but, in this case certificates will not be issued by the organization.
- B. Kyu grades can be issued by Wado Guseikai USA according to the branch kyu requirements or according to the suggested kyu requirements provided by Wado Guseikai USA.
- C. Wado Guseikai USA kyu certificates will be issued at a cost of three dollars each. This money will be used at the discretion of the Board of Directors to fund the general operation of the organization.
- E. Wado Guseikai USA kyu certificates will be issued by the organization. Certificates will be forwarded, within ten working day, to branches only after full payment has been verified.
- F. Branch representatives are responsible for the grading of kyu grades.
- G. Branch representatives are responsible for filling out certificates acquired from Wado Guseikai USA.
- H. It is the responsibility of the branch to provide appropriate kyu training to prepare students for success on dan testing in accordance with dan requirements set forth by JKF Wado-Kai Headquarters and the Wado Guseikai USA Technical Committee.

XIII. Acquiring Dan Grades, Titles and other Qualifications:

- A. Membership wishing to acquire dan grades, titles or other qualifications must satisfy the requirements set forth in Article 11 of the JKF Wado-Kai Rules for Overseas Members.

XIV. Procedure for Conducting Examination for Dan Grades, Titles and other Qualifications:

- A. Procedures for conducting examinations for dan grades, titles and other qualifications must satisfy the requirements set forth in Article 12 of the JKF Wado-Kai Rules for Overseas Members.

XV. Registration and renewal responsibilities:

A. Registration and renewal responsibilities will be in accordance with Article 13 of the JKF Wado-Kai Rules for Overseas Members and the Wado Guseika USA Technical Committee.

XVI. Functional Authority of Instructors, Referees and Qualification Examiners:

A. The functional authority of instructors, referees and qualification examiners will be in accordance with Article 14 of the JKF Wado-Kai Rules for Overseas Members and the Wado Guseikai USA Technical Committee.

XVII. Retroactive Application:

A. Retroactive application consideration will be in compliance with Article 17 of the JKF Wado-Kai Rules for Overseas Members.

XVIII. Rules Interpretation:

XIV. Action regarding the interpretation and doubts concerning the regulations of JKF Wado-Kai will be in compliance with Article 19 of the JKF Wado-Kai Rules for Overseas Members.

A. Interpretation and application of Guseikai Rules of Operation will be made and enforced by action of the Board of Directors.

XIX. Amendment of Rules:

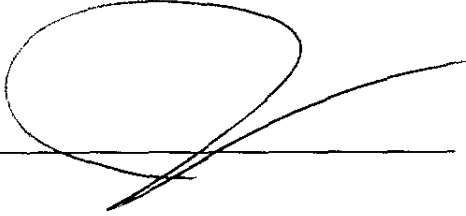
A. Amendment requests will be directed to the General Manager for review and action by the Board of Directors.

B. Amendment of the Wado Guseikai USA Rules of Operation will require a majority vote of the Board of Directors.

C. The Board of Directors will communicate all amendments to the membership within 30 working days from the date of amendment.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation at Orlando, Orange County, Florida this ~~December~~ 19, 200~~4~~.

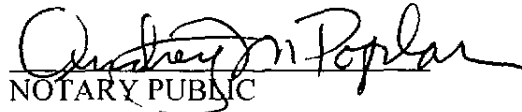
April



STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE me, a Notary Public, in and for the State of Florida at Large, personally appeared John C. Englehardt, who identified himself by Florida Driver's License, and not under oath, acknowledged that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid this 19th day of ~~March~~, 200~~1~~. April 2004

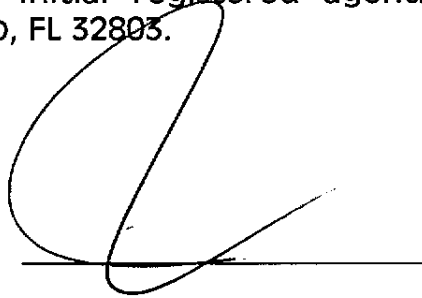

NOTARY PUBLIC



Audrey M. Poplar
MY COMMISSION # DD077849 EXPIRES
December 10, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOHN C. ENGLEHARDT, a resident of Florida, have been nominated to be the registered agent for WADO GUSEIKAI USA, INC., and hereby accept the appointment as initial registered agent. My address is 1524 E. Livingston St., Orlando, FL 32803.

A handwritten signature in black ink, appearing to be 'J. Englehardt', is written over a horizontal line.

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