

LAW OFFICES

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December 23, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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-12/27/96--01035--012
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RE: SHORIN-RYU KARATE U.S.A., INC.
SHORIN-RYU KARATE MUSEUM, INC.

Dear Ladies and Gentlemen:

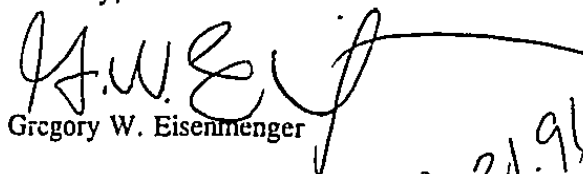
Enclosed is the original and a copy of the proposed Articles of Incorporation of the above-named corporation, a Registered Agent designation, and a check to your order to cover the following items:

1.	Filing	\$ 35.00
2.	Certified copy of the Articles of Incorporation	52.50
3.	Registered Agent Designation	<u>35.00</u>
	TOTAL	\$122.50

Please send the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance. Should you have any questions, please call.

Sincerely,


Gregory W. Eisenmenger

GWE/jhb
Enclosures

FILED
96 DEC 26 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.31.96
KR

ARTICLES OF INCORPORATION
OF
SHORIN-RYU KARATE U.S.A., INC.
a Florida corporation not for profit

FILED
96 DEC 26 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned residents of the State of Florida, being eighteen (18) or more years of age, do hereby associate ourselves together for the purpose of forming a corporation not for profit, under the laws of the State of Florida, pursuant to the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is SHORIN-RYU KARATE U.S.A., INC.

ARTICLE II
STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III
DURATION

The period of duration of this corporation not for profit shall be perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed is to provide, promote, and protect the art of karate in the United States and as such shall include:

1. Any or all lawful business for which corporations not for profit may be organized; notwithstanding the foregoing, however, that the purposes for which Shorin-Ryo Karate U.S.A., Inc. is organized are exclusively religious, scientific literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE V
QUALIFICATION OF MEMBERS

The qualification of members of this corporation and the manner of their admission shall be as set forth in the by-laws of the corporation.

ARTICLE VI
NONSTOCK CORPORATION

This corporation shall be nonstock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VII
SUBSCRIBER

The name and address of the subscriber of this corporation is as follows:
GREGORY W. EISENMENGER

96 Willard Street, Suite 302
Cocoa, Florida 32922

ARTICLE VIII
DIRECTORS

The number of directors constituting the initial board of directors is three (3), and the name and address of the persons who are to serve initially are as follows:

Robert Scaglione
4000 Ocean Beach Blvd.
Cocoa Beach, Florida

Judith Scaglione
1755 S. Tropical Trail
Merritt Island, Florida

Gregory Eisenmenger
96 Willard Street, Suite 302
Cocoa, Florida

The number of directors may be changed from time to time by the by-laws.

ARTICLE IX
BY-LAWS

The by-laws of this corporation shall be approved by a majority vote of the Board of Directors. The by-laws may be amended or rescinded in the same manner.

ARTICLE X
AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE XI
PERMITTED ACTIVITIES

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XII
DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.


IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this 23rd day of December, 1996.



GREGORY W. EISENMENGER

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this 23rd day of December, 1996, personally appeared before me, GREGORY W. EISENMENGER, who is known to me to be the person named in and who executed the foregoing instrument, and that he acknowledged the execution of the instrument for the purposes stated therein.


NOTARY PUBLIC
My Commission Expires:



CORPORATE\Shorin-ryo Karate\001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE;
NAMING AN AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48, Florida Statutes, the following is submitted, in compliance with said Chapter.

That Shorin-Ryu Karate U.S.A., Inc., a Florida corporation not for profit, having been organized under the laws of the State of Florida, with its principal office at 1755 S. Tropical Trail, Merritt Island, Florida 32952, has named Gregory W. Eisenmenger of 96 Willard Street, Suite 302, Cocoa, Florida, as agent to accept service of process within this state.

By: 
GREGORY W. EISENMENGER
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree and accept said designation, and agree to comply with the provisions of law relative to keeping said office open.


GREGORY W. EISENMENGER