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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 22, 1998

EMPIRE

TALLAHASSEE, FL

SUBJECT: MASTER FRANK'S FOUNDATION FOR KIDS, INC.

Ref. Number: W98000014242

We have received your document for MASTER FRANK'S FOUNDATION FOR KIDS, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 298A00034231

98 JUN 23 PM 11: 53
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION OF

MASTER FRANK'S FOUNDATION FOR KIDS, INC.

(A corporation not-for-profit under the Laws of the State of Florida)

The undersigned subscribers, desiring to form a corporation not-for-profit under Enapted 617, Florida Statutes, as amended, do hereby adopt the following Articles of Incorporation.

ARTICLE!

The name of the corporation shall be **MASTER FRANK'S FOUNDATION FOR KIDS**, **INC**. For convenience, the corporation shall be referred to in this instrument as the "Foundation."

ARTICLE II

The principal place of business and mailing address of the Foundation is:

13339 SW 42nd Street Miami, Florida 33175

ARTICLE III

The Foundation is formed for charitable and educational purposes. The Foundation will receive its contributions from the general public. These funds will be used for educational grants to underprivileged children to attend Tae Kwon Do classes to improve and develop their capabilities and to support the participation of students in this sport's tournaments, therefore lessening community deterioration, neighborhood tensions, and juvenile delinquency.

The Foundation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any individual person, firm or corporation.

98 JUN 24 AH 9: 31
SECRETARY OF STATIONAL AHASSEE, FLORE

ARTICLE IV

The affairs of the Foundation shall be managed by the Board of Directors, which shall consist of not less than three (3) directors and not more than seven (7) directors.

The names of the members of the First or initial Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NORMA CASALI
CONSUELO CORREA
NESTOR LEON
MARIA PACKARD
TERESITA PELATI
SARA PEREZ
FERNANDO TARIN

THE MANNER IN WHICH THE DIRECTORS ARE ELECTED IS STATED IN THE BYLAWS. The affairs of the Foundation shall be administered by the officers designated in the bylaws. (The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the interested individuals and shall serve at the pleasure of the Board of Directors) The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

NESTOR LEON

PRESIDENT/DIRECTOR

FERNANDO TARIN

VICE PRESIDENT/DIRECTOR

NORMA CASALI

SECRETARY/DIRECTOR

TERESITA PELATI

TREASURER/DIRECTOR

ARTICLE V

The term of the Foundation shall be perpetual.

ARTICLE VI

The initial registered office of this corporation shall be located at 10300 Sunset Drive, Suite 465, Miami, Florida 33173 and the initial registered agent of the corporation at the address is Teresita Pelati.

ARTICLE VII

In the event of dissolution or final liquidation of the Foundation, the assets, both real and personal, of the Foundation shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Foundation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Foundation.

ARTICLE VIII

The name and address of the incorporator of these Articles of Incorporation is as follows:

TERESITA PELATI

10300 Sunset Drive, Ste. 465 Miami, Florida 33173

IN WITNESS WHEREOF, the subscriber has affixed her signature this / day of _______, 1998.

Lucate Pelite (Seal)

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 18 DAY OF TUNE, 1998.

(REGISTERED AGENT)

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 18 day of 1998, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Teresita Pelati, to me known to be the individual described in and who executed the foregoing instrument as subscriber to the Articles of Incorporation of MASTER FRANK'S FOUNDATION FOR KIDS, INC., a Florida Corporation not-for-profit, and she severally acknowledge to and before me that she signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Florida, the day and year last above written.

Jeidy Labaut

*My Commission CC647424

Expires May 14, 2001

Notary Public

98 JUN 24 AM 9: 39
SECRETARY OF STATE