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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FLORIDA ACCOUNTING SERVICE
CONTACT: JOSEPH CLARK & TERESA CLARK
PHONE: (904)673-2752

ACCT#: I19990000018

FAX #: (904)677-6735

NAME: Karate Kids, Inc.

AUDIT NUMBER.....H00000010310

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2000

FLORIDA ACCOUNTING SERVICE

SUBJECT: KARATE KIDS, INC. (KARATE KIDS OF OAKLAND BEACH, INC
REF: W00000006978

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS KARATEKIDS, INC. DOC #P96000015276. ALSO, PLEASE LIST THE INCORPORATORS LAST NAME.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H00000010310
Letter Number: 100A00014566

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

AUDIT NUMBER H000000103101

ARTICLES OF INCORPORATION OF
KARATE KIDS OF ORMOND BEACH, INC.

The undersigned incorporator(s), for the purpose of forming a corporation for profit pursuant to chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: KARATE KIDS OF ORMOND BEACH, INC.

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these articles of incorporation with the Department of The State Of Florida.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful business activities in the State Of Florida

ARTICLE IV: SHARES

This corporation is authorized to issue 500 shares of \$ 1.00 par value common stock.

ARTICLE V: QUORUM FOR STOCKHOLDER'S MEETING

Unless other wise provided for in the corporation's bylaws, A majority of the shares entitled to vote, represented in by person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The street address of the initial principal office of this corporation is 134 N. NOVA ROAD, ORMOND BEACH, FL. 32174 and the name of the initial registered agent of this corporation is FLORIDA STATE ACCOUNTING, INC., whose address is 533 N. Nova Road, Suite 115, Ormond Beach, Florida 32174-4421.

PREPARED BY:

NAME : Christopher Brabazon
ADDRESS : 134 N. Nova Road
: Ormond Beach, Fl. 32174
PHONE # : 904-676-0507

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ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either increased or diminished from time to time in the manner provided in the by-laws, but shall never be less than one. The name(s) and street addresses of the initial directors of the corporation are as follows:

CHRISTOPHER BRABAZON
134 N. Nova Road
Ormond Beach, Fl. 32174

ARTICLE VIII: RESTRICTIONS OF TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's board of directors.

ARTICLE IX: INDEMNIFICATION

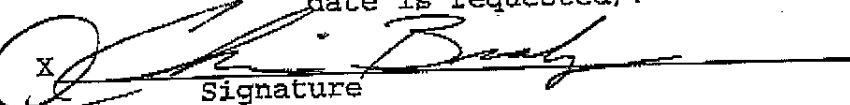
The corporation shall indemnify its officers, the directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to the services performed for the corporation, to the fullest extent permitted under florida law existing now or hereinafter enacted.

The name(s) and street address(es) of the corporation's incorporator to these articles of incorporation is (are):

CHRISTOPHER BRABAZON
134 N. Nova Road
Ormond Beach, Fl. 32174

The undersigned incorporator(s) has(have) executed these articles of Incorporation this 29 day of MARCH, 2000

(An additional article must be added if an effective date is requested).

X 
Signature

NOTARIZATION IS NOT REQUIRED

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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ARTICLE X: RESTRICTIONS OF TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's board of directors.

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify its officers, the directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

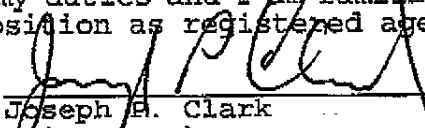
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is:
KARATE KIDS OF ORMOND BEACH, INC.
2. The name and address of the registered agent and office is:
FLORIDA STATE ACCOUNTING, INC.
(name)

533 N. NOVA ROAD, SUITE 115
(P.O. Box not acceptable)

ORMOND BEACH, Florida 32174-4421
(City/State/Zip)

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, 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.


Joseph B. Clark
(signature)
PRESIDENT

DATE

3/30/00

00 MAR 30 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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