

Division of Corporations

Page 1 of 2

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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((H00000026177 6)))

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To: Division of Corporations
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From: Account Name : BERGER DAVIS & SINGERMAN
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 11 AM 11:43

FILED

FLORIDA PROFIT CORPORATION OR P.A.
ELITE MARTIAL ARTS CENTER, INC.

| | |
|-----------------------|---------|
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5/11/00

AX AUDIT NO.: H00000026177 6

**ARTICLES OF INCORPORATION
OF
ELITE MARTIAL ARTS CENTER, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **ELITE MARTIAL ARTS CENTER, INC.**

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

1157 Sawgrass Corporate Parkway
Sunrise, FL 33323

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE VCAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, FL 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VIIINITIAL BOARD OF DIRECTORS

The Corporation shall initially have 5 directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|--|
| Steve Giordanella | 1157 Sawgrass Corporate Parkway Sunrise, FL 33323 |
| John Serubo | 1157 Sawgrass Corporate Parkway Sunrise, FL 33323 |
| Delia Amador | 1157 Sawgrass Corporate Parkway Sunrise, FL 33323 |

FAX AUDIT NO.: H00000026177 6

FAX AUDIT NO.: H00000026177 6

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Bill Hudson | 1157 Sawgrass Corporate Parkway Sunrise, FL 33323 |
| Juan Hernandez | 1157 Sawgrass Corporate Parkway Sunrise, FL 33323 |

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are as follows:

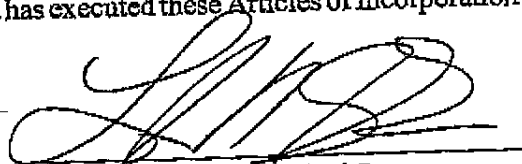
| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Leonard K. Samuels | 350 East Las Olas Boulevard, Suite 1000 Fort Lauderdale, FL 33301 |

ARTICLE IX
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

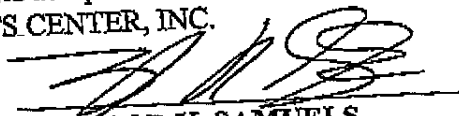
11 day of May, 2000.


LEONARD K. SAMUELS
Incorporator

FAX AUDIT NO.: H00000026177 6

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of ELITE MARTIAL ARTS CENTER, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of ELITE MARTIAL ARTS CENTER, INC.

Date: 5/11/00
LEONARD K. SAMUELS
Initial Registered Agent**FILED**

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TALLAHASSEE, FLORIDA

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