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HOLLYWOOD, FLORIDA 33021

REPLY TO: CORAL SPRINGS

July 28, 2000

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

500003340925--6
-07/31/00--01126--008
*****78.75 *****78.75

Re: **KARATE AMERICA, INC.**

Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation of the above referenced company, together with our check in the amount of \$78.75 representing, filing fee of \$35.00, certified copy fee \$8.75, and registered agent fee of \$35.00.

Please effect immediately incorporation and forward the charter together with the certified copy of the Articles of Incorporation to this office.

Very Truly Yours,

RICHARD J. KAPLAN, P.A.



RICHARD J. KAPLAN, ESQ.

RJK/kay

Encl.

SECRET STATE OF FLORIDA
TALLAHASSEE, FLORIDA
09 JUL 31 AM 10:36

FILED

W-19/22
JK 8/2

ARTICLES OF INCORPORATION
OF
KARATE AMERICA, INC.

00 JUL 31 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **KARATE AMERICA, INC.**, with its principal office and mailing address of 4317 N. Pine Island Road, Sunrise, FL 33351.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) share of common stock having a par value of Ten (\$.10) Cents per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such

purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 4317 N. Pine Island Road, Sunrise, FL 33351, and the name of the initial Registered Agent of this corporation at that address is John Exum. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new Registered Office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is 2. The number of Directors may

be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

NAME	ADDRESS
John Exum	4317 N. Pine Island Road, Sunrise, FL 33351
Tony Braun	4317 N. Pine Island Road, Sunrise, FL 33351

ARTICLE VIII

The name and address of each person signing these Articles as an Incorporator are as follows:

NAME	ADDRESS
John Exum	4317 N. Pine Island Road, Sunrise, FL 33351

ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders

owning at least eighty (80%) per cent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and particularly, the stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholder may include in the agreement between themselves the following as valid matters of agreement, to-wit:

1. The manner and method in which and the persons by whom directors may be elected;

2. Any limitation upon the transferability or assignment of the stock;


3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock;

4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholder shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholder's Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholder's

Agreements) consenting to the revocation and cancellation of the Agreements among the stockholders.

EXECUTED by the undersigned at Coral Springs, Broward County, Florida, on this 28th day of July, 2000.

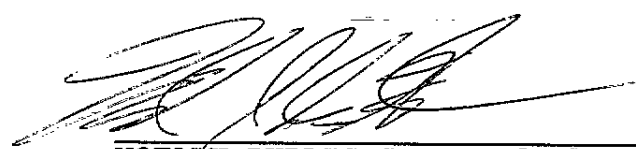


John Exum

State of Florida
County of Broward


BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared John Exum, to me personally known, who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 28th day of July, 2000.



NOTARY PUBLIC-State of Florida


My Commission Expires:

 Richard Jules Kaplan
MY COMMISSION # CC680695 EXPIRES
November 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That **KARATE AMERICA, INC.**, desiring to organize or qualify
under the laws of the State of Florida, has named, John Exum, as
its Registered Agent to accept service of process within Florida,
at 4317 N. Pine Island Road, Sunrise, FL 33351, which address is
also designated as the registered office of the corporation first
mentioned above.




John Exum

DATED: July 28, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JUL 31 AM 10:36
FILED

Having been named Registered Agent to accept service of
process for the above stated corporation, at the place designated
in this Certification, John Exum, hereby agrees to act in that
capacity and further agrees to comply with the provisions of all
statutes relative to the proper and complete performance of such
duties.



John Exum

DATED: July 28, 2000