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ROBERT E. OGLESBY, P.A.

ATTORNEY AT LAW
ONE CLEARLAKE CENTRE
SUITE 1400
250 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA

PLEASE REPLY TO
WEST PALM BEACH, FL 33401
(561) 835-8842
Telcopier (561) 835-8691
E-MAIL OGLESBYR@AOL.COM

November 2, 2000

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

FEDERAL EXPRESS

00 NOV -3 AM 9:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: PALM BEACH MARTIAL ARTS ACADEMY, INC.

Dear Sir:

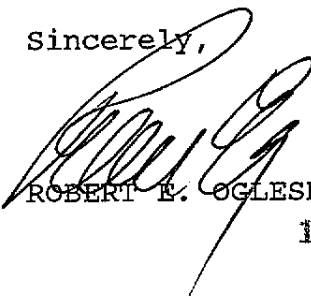
We are enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our check in the amount of \$78.50 to cover the following:

Filing Fees	\$35.00
Registered Agent Fee	35.00
Certified Copy	8.75

We would appreciate receiving a certified copy of the Certificate of Incorporation at your earliest convenience.

Sincerely,


ROBERT E. OGLESBY

REO:cg
Enclosure
cc: Loida Cantor

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-11/03/00--01097--002
*****78.50 *****78.50

ARTICLES OF INCORPORATION
OF
PALM BEACH MARTIAL ARTS ACADEMY, INC.
(A Corporation for Profit)

FILED
00 NOV -3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, with others being desirous of forming a corporation, for profit, under the provisions of Ch. 607 of Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of the corporation is PALM BEACH MARTIAL ARTS ACADEMY, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value, common stock.

ARTICLE V. INITIAL PRINCIPAL OFFICE

The address of the initial principal office and mailing address of the corporation is 3044 Jog Road, Greenacres, FL 33467.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3044 Jog Road, Greenacres, FL 33467, and the name of the initial registered agent of this corporation at that address is Loida Cantor.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. 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. The name and address of the initial director is as follows:

Loida Cantor
9511 Honeybell Circle
Boynton Beach, FL 33437

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles is Loida Cantor, 9511 Honeybell Circle, Boynton Beach, FL 33457.

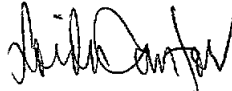
ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this corporation.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2 day of November, 2000.




LOIDA CANTOR

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 2 day of November, 2000, by LOIDA CANTOR, who: () is personally known to me, or (φ) has produced a FDLC536-536-75-7910 as identification.


CHARLENE A. GRIFFITH
Print Name of Notary

(seal)



Charlene A. Griffith
MY COMMISSION # CC617524 EXPIRES
May 15, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

I am a Notary Public of
the State of Florida
having a commission
number

CC 617524


My commission expires:

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned, LOIDA CANTOR, having been named to accept service of process for PALM BEACH MARTIAL ARTS ACADEMY, INC., the above stated corporation, at the place designated in these Articles of Incorporation, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent. I am familiar with and accept the

duties and responsibilities as registered agent for said corporation.

DATED this 2 day of November, 2000.



LOIDA CANTOR, as
Registered Agent

FILED

00 NOV -3 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA