

David W. Dyer

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February 19, 2001

Secretary of the State of Florida
Division of Corporations
ATTN: New Filing Section
P.O. Box 6327
Tallahassee, FL 32314

RE: VSG CORP.
Articles of Incorporation

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent form, together with a check in the amount of \$70.00 to cover the filing fee in the above referenced matter. Please file the enclosed Articles of Incorporation and provide the undersigned with a conformed copy of same.

Thank you for your cooperation and assistance in this matter.

Sincerely,

Lori Van Zandt

Lori Van Zandt
Legal Secretary

Enclosures

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*****70.00 *****70.00

FILED
01 FEB 26 PM 12:06
TALLAHASSEE, FLORIDA

D. BROWN FEB 28 2001

ARTICLES OF INCORPORATION
OF
VSG CORP.

FILED
01 FEB 26 PM 12:06
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the provisions of the Statutes of the State, providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

Name of Corporation

The name of this corporation shall be VSG CORP.

ARTICLE II

Purpose of Corporation

(a) The corporation may engage in any activity or business permitted under the laws of the United States and of this State and of every State in the United States, its possessions or territories, including but not limited to, the transaction of any and all lawful business related to the establishment, maintenance, conduct and operation of Martial Arts.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation.

(c) To buy, sell, manufacture, repair, alter, and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said business, or commonly supplied or dealt in by persons engaged in any such business.

(d) To guarantee, to acquire by purchase, subscription, or

otherwise, hold for investment or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations or the State of Florida, or any other state or government, domestic or foreign; and while the owner of any of such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

(e) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(f) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(g) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(h) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises or for any other lawful

purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured,

from time to time, for monies borrowed, or in payment for the acquired, or for any of the objects or deeds or deeds of trust, or pledge or other lien on any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of the Articles contained herein.

(i) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell vote and handle shares of stock in other corporations.

(j) To have one or more offices, and branches, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(k) To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as its principal agent, director, trustee, or otherwise, and in general, either alone or in association with

other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in Certificate of Incorporation or any amendment thereof. The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

Initial Capital

The amount of capital with which the corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Address

The initial address of the principal office of this corporation in the State of Florida is 320 Hannibal Square East, Winter Park, FL 32789. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

Directors

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the

By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

Initial Directors

The names of the members of the first Board of Directors are:

SERGIO VON SCHMELING, President/Director
DOUGLAS GIRARD, Vice President/Director
MARGUERITE GIRARD, Secretary-Treasurer/Director

ARTICLE IX

Subscribers

The name and address of each subscriber to these Articles of Incorporation is/are: Sergio Von Schmeling, 320 Hannibal Square East, Winter Park, FL 32789.

ARTICLE X

Registered Agent

The name and address of the Registered Agent for the corporation where service of process can be made is as follows:

David W. Dyer, P.A., 325 Fifth Ave., Suite 205., Indialantic, FL 32903.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

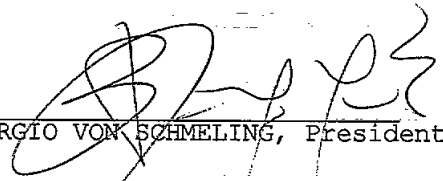
ARTICLE XII

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional

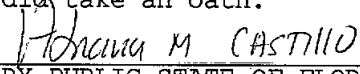
shares) at the price at which it is offered to others.

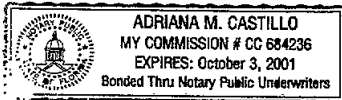
IN WITNESS WHEREOF, the undersigned have made and subscribed
to these Articles of Incorporation in Indialantic, Florida, for the
use and purposes aforesaid on this ____ day of _____,
2001.


SERGIO VON SCHMELING, President

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged
before me this 4 day of February, 2001, by **Sergio Von
Schmeling**, who is personally known to me or has produced
Personally Known as identification and did take an oath.


NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires: OCT 3, 2001



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **VSG CORP.** is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 320 Hannibal Square East, Winter Park, FL 32789, has named DAVID W. DYER, at 325 Fifth Ave., Suite 205, Indialantic, FL 32903, as its Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


DAVID W. DYER, Registered Agent