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May 24, 2001

Secretary Of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/30/01-01039-003
*****87.50 *****87.50

Re: SHAOLIN MARTIAL ARTS, INC.
Articles of Incorporation
File No. 1-01-134

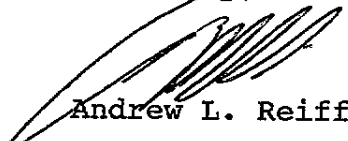
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01 MAY 30 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Gentlemen:

I am enclosing herewith an original and a copy of the Articles Of Incorporation for the above-referenced corporation. In addition, a check in the sum of \$87.50 is enclosed which represents the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,


Andrew L. Reiff

ALR/mc
Enclosure

cc: Tracy Fleming

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D. WHITE JUN - 6 2001

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01 MAY 30 PM 12:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

SHAOLIN MARTIAL ARTS, INC.

The undersigned, acting as incorporator of a corporation under Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is SHAOLIN MARTIAL ARTS, INC.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares, all of one class, at \$0.10 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office of this corporation shall be as follows:

TRACY M. FLEMING
511 Highland Drive
Casselberry, Florida 32707

ARTICLE VI

MAILING ADDRESS OF THE CORPORATION

The mailing address of the corporation is 511 Highland Drive, Casselberry, Florida 32707.

VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

TRACY M. FLEMING
511 Highland Drive
Casselberry, Florida 32707

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is:

TRACY M. FLEMING
51 Highland Drive
Casselberry, Florida 32707

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE X

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears

to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any stockholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI

DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XII

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set

out and provided for in the bylaws of this corporation.

ARTICLE XIII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the actions by the shareholders will be approved if the affirmative or "yes" votes exceed the negative or "no" votes.

ARTICLE XIV

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director or the entire board of directors may be removed, with or without cause, by a vote as required in the Bylaws.

ARTICLE XV

INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVI

EFFECTIVE DATE OF INCORPORATION

This corporation shall be deemed to have come into existence on date of filing.

ARTICLE XVII

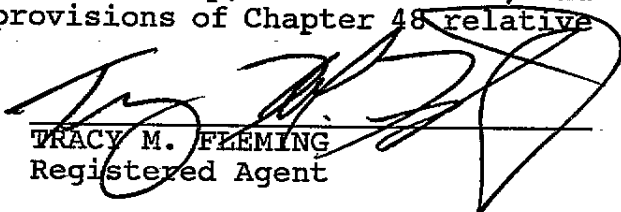
AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Florida corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 24 day of May, 2001.


TRACY M. FLEMING
Sole-Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent, and shall accept service of process on behalf of the corporation at 511 Highland Drive, Casselberry, Florida 32707, and further agrees to comply with the provisions of Chapter 48 relative to keeping up said office.


TRACY M. FLEMING
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of May, 2001, by TRACY M. FLEMING, who is personally known to me or has produced Drivers License as identification.

NOTARY PUBLIC:

sign



print


MILLY CANDELARIA

State of Florida at Large (Seal)

My Commission Expires:



Milly Candelaria
My Commission CC729732
Expires March 31, 2002


Milly Candelaria
My Commission CC729732
Expires March 31, 2002

FILED
01 MAY 30 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA