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******122.50 *****78.75**

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

Re: TKO KICKBOXING & BOXING, INC.

Dear Sir:

Enclosed is an original and one copy, each, of the Articles of Incorporation and Designation of Registered Agent for the above-named corporation.

Also enclosed is our check in the amount of \$122.50 which represents the following fees:

Filing Fee:	\$35.00
Certified Copy:	\$52.50
Registered Agent Fee:	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your assistance in this matter will be greatly appreciated.

Sincerely,



Dianne S. Green, CLA
Certified Legal Assistant

Enclosures

02 JUL 24 PM 2:39
JUL 24 2002
DIVISION OF CORPORATIONS
SMITH

**ARTICLES OF INCORPORATION
OF
TKO KICKBOXING & BOXING, INC.**

02 JUL 24 PM 2:39
STATE OF FLORIDA
DIVISION OF CORPORATIONS

Section I

The name of this corporation shall be **TKO KICKBOXING & BOXING, INC.**

Section II

The purpose of the business is to engage in any activities or businesses permitted under the laws of the United States and the State of Florida. Further, to enter into any arrangement with any governmental authorities, local, state or national, or any person, firm or corporation that may seem conducive to the corporation's object, or any of them, and to obtain from such governmental authorities, persons, firms or corporations such rights, privileges, franchises or concession which the corporation may deem desirable to obtain, and which may seem conducive to the objects of the corporation; generally, to undertake and transact any business of capitalists, financial agents, manufacturers' representatives, trustees or promoters, which may seem conducive to any of the objects of the corporation; and to exercise any and all of the powers of corporations as authorized by Section 607, Florida Statutes.

Section III

Common Stock - That the maximum number of shares of common capital stock, non-cumulative, which the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares with a par value of \$1.00 per share, with the right to

increase the number of outstanding shares as provided by the Laws of Florida.

Section IV

The amount of capital which the corporation shall begin business is \$1,000.00.

Section V

The corporation shall have perpetual existence.

Section VI

The principal office of the corporation shall be 731 West Creek View Drive, Wewahitchka, Florida 32465.

Section VII

The Board of Directors shall be initially composed of one (1) member.

Section VIII

The names and respective post office addresses of the first Board of Director who shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified, is as follows:

<u>Name</u>	<u>Post Office Address</u>
RENE DIAZ	731 WEST CREEK VIEW DRIVE WEWAHITCHKA, FLORIDA 32465

Section IX

The names and respective post office addresses of the first officer of the corporation who shall hold office for the first year of the existence of said corporation or until his successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Post Office Address</u>
<u>President/Secretary/Treasurer</u>	
RENE DIAZ	731 WEST CREEK VIEW DRIVE WEWAHITCHKA, FLORIDA 32465

Section X

The names and respective post office addresses of the subscribers to these Articles of Incorporation and number of shares on non-cumulative capital stock which each agrees to take are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
RENE DIAZ	731 WEST CREEK VIEW DRIVE WEWAHITCHKA, FLORIDA 32465	1,000

Section XI


In addition to the inherent powers and privileges granted to and conferred upon corporations by the Laws of the State of Florida, this corporation shall have the following powers:

1. To acquire, purchase, own, sell or otherwise dispose of stocks, bonds, mortgages, securities, notes and commercial paper of governments, firms, corporation and individuals.
2. To borrow money and contract debts upon such terms as it desires; to execute such mortgages or other instruments encumbering its property to secure the payment of its obligations as may be desires.
3. To own, hold, purchase, lease or otherwise acquire real estate or any interest therein and to sell or otherwise dispose of the same.

4. To appoint such officers and agents as the affairs of the corporation may be required.

5. To do anything necessary and proper for the accomplishment of the objects of the corporation or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful activity necessary to or incidental to the attainment of the objects of the corporation.

We, the undersigned, for the purpose of forming a corporation under Florida Statutes, do make and file this Certificate of Incorporation, declaring and certifying that the facts stated therein are true, and we each agree to take the number of shares of capital stock set forth opposite our respective names in Section X of these Articles of Incorporation.



RENE DIAZ

STATE OF FLORIDA

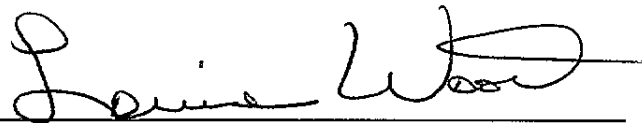
COUNTY OF Washington

BEFORE ME, the undersigned authority, personally appeared RENE DIAZ, who is personally known to me and who, after having been by me first duly sworn, did depose, and say that he is 18 years of age or more, sui juris, or otherwise competent to swear

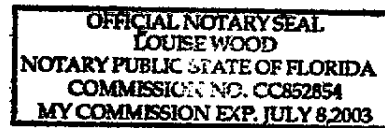
oaths and execute acknowledgments and, further, that he has carefully read the foregoing Articles of Incorporation and that each and every allegation contained therein is true, correct, and accurate.

Further Affiant sayeth not.

Sworn to and subscribed before me this 23rd day of May, 2002.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE




CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

Pursuant to Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections;

TKO KICKBOXING & BOXING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Wewahitchka, County of Gulf, State of Florida, has named **RENE DIAZ** as its Resident Agent to accept service of process within this State, who is located at the following address: **731 WEST CREEK VIEW DRIVE, WEWAHITCHKA, FLORIDA, 32465.**

Having been named as the registered agent for the above corporation for the purposes of accepting service of process at the registered office designed in this certificate, I hereby accept such appointment and agree to act in such capacity. I hereby am familiar with and accept the duties and responsibilities as registered agent of such office as provided for in Florida Statute Section 607.0505. I agree to comply with the provisions of said Section relative to keeping open the registered office.


RENE DIAZ
Registered Agent

STATE OF FLORIDA
COUNTY OF Washington

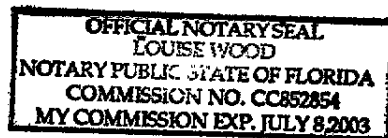
BEFORE ME, the undersigned authority, personally appeared **RENE DIAZ** personally known to me and who, by me first being duly sworn, did depose, and say that he is 18 years of age or more, sui juris, or otherwise competent to swear oaths and execute acknowledgments, and further that he has carefully read the foregoing and that each and every allegation contained therein is true, correct, and accurate.

Further Affiant sayeth not.

Sworn to and subscribed before me this 23rd day of May, 2002.

Louise Wood

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 24 PM 2:39