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TALLAHASSEE, FLORIDA

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03/26/03

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VALIDATION ONLY

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State

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Phone

CORPORATION(S) NAME

Ueshiro Shokun-Ryu
Karate USA, Inc.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

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☐ Photo Copies

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ARTICLES OF INCORPORATION
OF
UESHIRO SHORIN-RYU KARATE USA, INC.

FILED
03 MAR 26 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator: **ROBERT SCAGLIONE**
of legal age, for the purpose of forming a corporation under the Florida Business Corporation Act,
hereby adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

UESHIRO SHORIN-RYU KARATE USA, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4000 Ocean Beach Boulevard
Cocoa Beach, FL 32931

with the privilege of having its office and branch offices at other places within or without the State
of Florida.

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried
on are to do any and all of the things herein mentioned, as fully and to the same extent as a natural
person might or could do, viz:

A. Instruction, training and counseling and to do any and all things and matters necessary
and appertaining thereto and further enabling this corporation to engage in any activity or business
permitted under the laws of the United States and of the State of Florida;

B. To purchase, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, distribute
or deal in goods, wares, merchandise, real and personal property of every kind and description;

C. To conduct all types of business and operations; to have one or more offices and hold, purchase, sell, assign, transfer, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any such service or product, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation;

E. To acquire by purchase or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed or other lawful instrument, real estate or mixed property located in the state of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, merchandise and any interest or estate therein , and to create, own, lease sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property or merchandise; to grant, sell and otherwise deal in franchises and licenses;

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgage, trust deed, pledges or other securities for the payment of same;

G. To act as agent, broker, or attorney in fact for any persons, firms, or corporations in buying, selling and dealing in real or personal property, merchandise or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to;

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any persona, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the Company or otherwise;

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder;

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to

account to realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industry or other business concerns, firms associations and corporations, to institute, participate in or promote commercial merchandise, financial and industrial enterprises and operations;

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner;

L. To enter into any partnership, limited or general, as Limited or General partner, or both, and to enter into any other arrangement for profit-sharing, union, or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder's quorum or vote;

N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property of otherwise;

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The minimum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five hundred (500) shares, the par value of which shall be \$1.00 each.

ARTICLE V
MINIMUM CAPITAL

The amount of capital with which this corporation shall commence business shall not be less than:

Five Hundred Dollars (\$500.00).

ARTICLE VI
PERPETUITY AND DISSOLUTION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

**Robert Scaglione
4000 Ocean Beach Boulevard
Cocoa Beach, FL 32931**

with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VIII
BOARD OF DIRECTORS

The number of Directors of this corporation shall be:

Not less than one (1), no more than five (5)

and

The initial Board of Directors of this corporation is comprised of:

FOUR (4) members

The names and street addresses of the persons appointed to act as Directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify is:

Hiro Ueshiro
4 Devon Avenue
Farmingville, NY 11738

David Baker
465 Lexington Avenue
New York, NY 10017

David Seeger
RD 1 Box 252 A
Washington Spring Road
Palisades NY 10964

Robert Scaglione
4000 Ocean Beach Boulevard
Cocoa Beach, FL 32931

ARTICLE IX
INCORPORATOR

The name and address of the incorporator and the persons signing these Articles of Incorporation as subscribers and the number of shares they have agreed to purchase are as follows:

NAME	ADDRESS	SHARES
Robert Scaglione	4000 Ocean Beach Boulevard Cocoa Beach, FL 32931	500

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitles to vote thereon.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinafter named, and for the purpose of forming a corporation of the State of Florida, do make and file the Certificate, hereby declaring and certifying that the facts herein states are true and agree to take the number of shares of stock herein above set forth, and have executed these articles of incorporation and accordingly have hereunto set my hand and seal on this 3rd day of February, 2002 at the City of Cocoa Beach, in Brevard County, State of Florida.

03 Feb 2003
Date

[Signature]
ROBERT SCAGLIONE, Incorporator(s)

STATE OF Florida
COUNTY OF Brevard

BEFORE ME, the undersigned authority, personally appeared **ROBERT SCAGLIONE** to me well known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this 3rd day of Feb, 2002.

My Commission No.:
My Commission Expires:

[Signature]
Notary



FL DP
10/2 10/6
5245-760-38-374-0

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
03 MAR 26 AM 10:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That the corporation: **UESHIRO SHORIN-RYU KARATE USA, INC.**
desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of COCOA BEACH, County of BREVARD, State of FLORIDA, has named: **Robert Scaglione** located at:
4000 Ocean Beach Boulevard
Cocoa Beach, FL 32931
as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

03 Feb 2003
Date

Robert Scaglione
Robert Scaglione, Registered Agent