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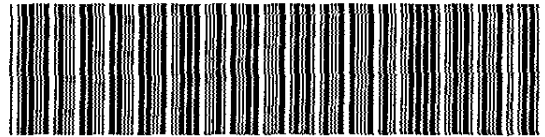
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LAW OFFICES

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

54 S.W. BOCA RATON BOULEVARD

BOCA RATON, FL 33432-4708

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PAULA S. GOLD (RETIRED)
GREGG H. GLICKSTEIN, OF COUNSEL

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK

October 2, 2003

Via Federal Express 8400 3310 7748

Secretary of State

Division of Corporations

409 East Gaines Street

Tallahassee, FL 32399

Re: Incorporation of Chi Karate, Inc.

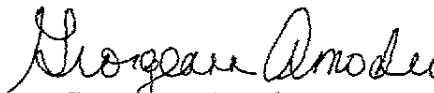
File Number 5-0010-033

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing of the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent relating to the above referenced Corporation. Please file the Articles and return a copy of the filed articles in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this matter.

Very truly yours,



Georgeann Amodio

Legal Assistant

/gla
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 7, 2003

GEORGEANN AMODEO
SCHWARTZ GOLD COHEN ET AL
54 SW BOCA RATON BLDG
BOCA RATON, FL 33432-4708

SUBJECT: CHI KARATE, INC.
Ref. Number: W03000028852

We have received your document for CHI KARATE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6904.

Freida Chesser
Document Specialist
New Filings Section

Letter Number: 003A00054827

ARTICLES OF INCORPORATION

OF

MARTIAL ARTS INSTITUTE, INC.

ARTICLE I

NAME

MARTIAL ARTS INSTITUTE, INC.

ARTICLE II

PURPOSE

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
03 OCT 10 PM 12:55

This corporation is organized for the following purposes:

1. To acquire, own and operate a karate and fitness studio in Coral Springs, Florida.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is *54 SW Boca Raton Boulevard, Boca Raton, Florida 33432*. The initial registered agent of this corporation is RON ZAKARIN with his address at *54 SW Boca Raton Boulevard, Boca Raton, Florida 33432*. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) Directors, 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 (1). The names and addresses of the Directors of this corporation are:

Name	Address
Ron Zakarin	54 SW Boca Raton Boulevard Boca Raton, Florida 33432
Francis Durfee	54 SW Boca Raton Boulevard Boca Raton, Florida 33432

Joseph Clark

54 SW Boca Raton Boulevard
Boca Raton, Florida 33432

Steven D'Eliseo

54 SW Boca Raton Boulevard
Boca Raton, Florida 33432

Donald Ward

54 SW Boca Raton Boulevard
Boca Raton, Florida 33432

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

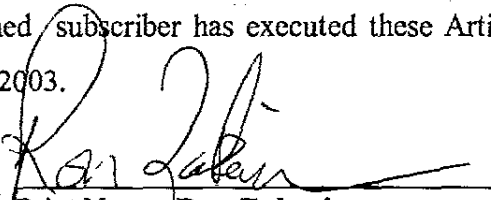
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

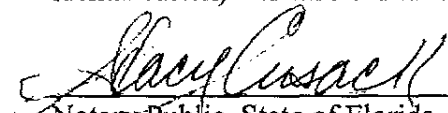
Ron Zakarin
54 SW Boca Raton Boulevard
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of October, 2003.


Print Name: **Ron Zakarin**

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 9 day of October, 2003, by RON ZAKARIN, who is personally known to me (or who has produced _____ as identification) and who did take an oath.


Notary Public, State of Florida



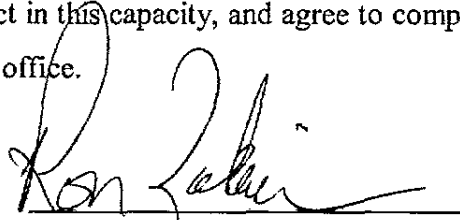
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First--That **MARTIAL ARTS INSTITUTE, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Coral Springs**, County of **Broward**, State of **Florida** has named **Ron Zakarin** located at **54 SW Boca Raton Boulevard**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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.

A handwritten signature in black ink, appearing to read "Ron Zakarin", is written over a horizontal line.

Print Name: Ron Zakarin
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 OCT 10 PM 12:55