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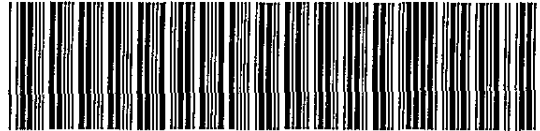
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03 DEC 26 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: AMERICAN FOX MARTIAL ARTS, INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$78.75
Filing Fee
& Certificate of Status

No additional copy required.

FROM: Christopher J. Foster
2116 Elmcrest Place
Oviedo, FL 32765
407-383-3930

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
American Fox Martial Arts Academy, Inc.

ARTICLE I -- NAME

The name of this corporation is American Fox Martial Arts Academy, Inc.

ARTICLE II -- PRINCIPAL OFFICE

2116 Elmcresc Pl.
Oviedo, Fl. 32765

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV -- SHARES

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock.

ARTICLE V -- INITIAL OFFICERS AND/OR DIRECTORS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation as follows:

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|-----------------------|-----------------------------------------|---------------------------------|
| Christopher J. Foster | 2116 Elmcrest Place Oviedo, FL 32765 | President/Director Treasurer |

ARTICLE VI -- REGISTERED AGENT

The street address of the initial registered agent of this corporation shall be:

Christopher J. Foster
2116 Elmcrest Place
Oviedo, FL 32765

ARTICLE VII -- INCORPORATOR

The name and address of the Incorporator is:

Christopher J. Foster
2116 Elmcrest Place
Oviedo, FL 32765

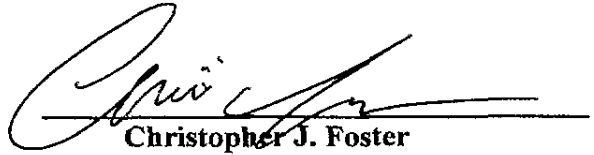
ARTICLE VIII -- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREON, the undersigned subscriber has executed these Articles of Incorporation this 22 day of December, 2003.


Christopher J. Foster

STATE OF FLORIDA)

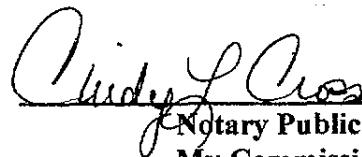
COUNTY OF SEMINOLE)

BEFORE ME the undersigned authority, personally appeared Christopher J. Foster, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposed set forth therein. The subscriber is personally known to me or was identified by me as follows: Florida Drivers License. He (did) (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of December, 2003.



Cindy L. Cross
My Commission DD220489
Expires June 13, 2007


Notary Public

My Commission Expires: 6/13/07

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: American Fox Martial Arts Academy, Inc.
2. The name and address of the registered agent and office is:

Christopher J. Foster
2116 Elmcrest Place
Oviedo, FL 32765


Date: December 22, 2003


Christopher J. Foster, Subscriber

ACCEPTANCE

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.

Date: December 22, 2003


Christopher J. Foster

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA