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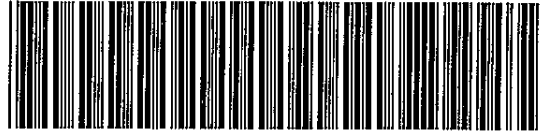
(Business Entity Name)

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04 JAN 15 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HILDA GUERRERO-WILSON

**8031 Hook Circle
Orlando, FL 32836**

daytime tel: 407-876-0487

November 24, 2003

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

Re: WILSON'S DRAGON PRO SHOP, INC.

Please find enclosed signed original and one copy of the Articles of Incorporation of subject corporation, together with my check in the sum of \$70.00, being Filing Fee (\$35.00) and Designation of Registered Agent Fee (\$35.00) for the said company.

Trusting that you find everything in order, may I say thanks in advance for your early attention.

Sincerely,

A handwritten signature in black ink, appearing to read 'Hilda Guerrero-Wilson', written over a horizontal line.

HILDA GUERRERO-WILSON

ARTICLES OF INCORPORATION

of

WILSON'S DRAGON PRO SHOP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Agent(s) being natural person(s) competent to enter into contracts, do hereby form a corporation under the Florida Business Corporation Act, and for this purpose hereby adopt(s) the following Articles of Incorporation.

I. NAME AND EFFECTIVE DATE

The name of the corporation shall be: **WILSON'S DRAGON PRO SHOP, INC.** The corporation shall come into being upon official filing and approval of these Articles.

II. PURPOSE OF CORPORATION

1. The nature of the business and the purpose for which the corporation is organized are as follows:
 - a) To engage in the sale of martial arts supplies, and generally to develop, turn into account and trade and deal in martial arts of all kinds.
 - b) To engage in any and all lawful activities of business, and to do any and all acts incident thereto or which the Board of Directors in their deliberate judgement may deem necessary for the purpose of carrying out, or for the success of, any business permitted under the laws of the United States of America and/or the State of Florida.
 - c) To do any and all of these things as fully and completely as natural persons in any part of the world.
2. The purpose, objects and powers specified herein shall be construed as separate and independent purposes, objects and powers, and in nowise shall be limited or restricted by reference to, or inference from, the name of the business, or the information in any other paragraph(s), except where otherwise expressed in such paragraph(s).

III. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation shall be: **8031 Hook Circle, Orlando, FL 32836**, or as otherwise designated from time to time by the Board of Directors.

IV. INITIAL REGISTERED AGENT

The name and Florida street address of the initial Registered Agent are: HILDA GUERRERO-WILSON, of 8031 Hook Circle, Orlando, FL 32836.

V. CAPITALIZATION

The corporation shall be a Small Business Corporation as defined under Section 1244 of the Internal Revenue Code, and the stock issued shall be in accordance with the following Plan.

1. The corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value, each, which shall be designated "Common Stock" or "Common Shares".
2. The period during which this offering will be open in the first instance shall be two (2) years from the date of incorporation.
3. No shares offered or issued under this Plan shall be issued in exchange for stocks or securities, or for services not delivered or rendered as at the date of issue.
4. All holders of shares of common stock shall be identical with each other, and each holder shall be entitled to have unlimited voting rights on all shares held, and be entitled to one vote for each share on all matters on which shareholders have the right to vote.
5. The Board of Directors of the corporation may from time to time authorize the issuance of shares of stock of any class, or securities convertible into shares of any class, authorized for such consideration as the Board of Directors may deem advisable, subject to such restrictions, if any, as may be set forth in the Bylaws of the corporation.
6. No holder of shares of stock of any class shall have preemptive right to subscribe to, or purchase any additional shares of any class, or any bonds or convertible securities, provided that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right the Board of Directors may deem advisable in consideration of such issuance.
7. The Board of Directors may, by restated Articles of Incorporation, classify or re-classify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.
8. All holders of shares of common stock, upon dissolution of the corporation, shall be entitled to receive the net assets of the corporation.

VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall comprise of TWO (2) members. The number of directors

may be increased or decreased from time to time by the By-laws of the corporation, but shall never be less than two (2). The names and address of the initial directors are:

GLENN WILSON, of 8031 Hook Circle, Orlando, FL 32836
HILDA GUERRERO-WILSON, of 8031 Hook Circle, Orlando, FL 32836

VII. POWERS OF DIRECTORS AND STOCKHOLDERS

The Directors and Stockholders of the corporation shall have the following powers:

1. The Directors shall have power to make, adopt, alter, amend or repeal the By-laws of the corporation; to fix the amount of working capital to be reserved, and to authorize and/or cause to be executed mortgages and liens without limit as to amount, upon the property and franchise of the corporation.
2. Pursuant to a vote of the holders of the majority of the capital stock issued and outstanding, and with consent in writing, the Directors shall have authority to dispose, in any manner, of the whole property of the corporation.
3. The By-laws shall determine whether and to what extent the books of accounts of the corporation, or any of them shall be open to inspection by Stockholders, and no stockholder shall have the right to inspect any book, document, paper or account of the corporation, except as otherwise provided by law, or the By-laws, or by resolution of the Stockholders.
4. The Stockholders and the Directors shall have the power to hold meetings and keep books, documents, papers and records of the corporation outside the State of Florida, at such places as may be designated from time to time by the By-laws or by resolution of the Stockholders or the Directors, except as otherwise required by the laws of the State of Florida.

VIII. DIRECTORS' COMPENSATION AND QUALIFICATION

The Shareholders shall have exclusive authority to fix the compensation of the Directors and set their qualification, if any.

XI. INDEMNIFICATION

The corporation shall indemnify each director or officer, or former directors or officers of the corporation to the full extent permitted by law; and directors and officers or former directors and officers shall not be liable to either the corporation or the Stockholders for monetary damages for breach of fiduciary duties, unless the breach involves any or all of the following:

1. A director's duty of loyalty to the corporation or its Stockholders.
2. Acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law.

3. Liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation.
4. Any transaction for which the director derived unlawful personal benefit.

X. MEETINGS

Notwithstanding anything else written in these Articles, the Directors shall have the right to participate in regular or special meetings of the Board of Directors by means of conference, telephone, telecommunication devices, or other means permitted by law.

XI. INCORPORATOR(S)

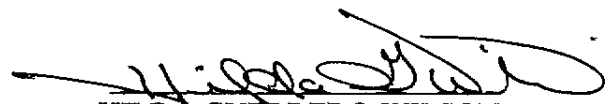
The name and address of the person signing these Articles of Incorporation are: HILDA GUERRERO-WILSON, of 8031 Hook Circle, Orlando, FL 32836.

XII. AMENDMENT(S)

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment(s) to them, and any right(s) conferred upon the Shareholders is subject to this reservation.

In witness whereof,

I, HILDA GUERRERO-WILSON do hereby execute these Articles of Incorporation on behalf of WILSON'S DRAGON PRO SHOP, INC., this 12 day of January, 2004.


HILDA GUERRERO-WILSON

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR THE SERVICE OF PROCESS**

On behalf of

WILSON'S DRAGON PRO SHOP, INC.

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. **WILSON'S DRAGON PRO SHOP, INC.**
2. The name and address of the Registered Agent and office are as follows.

NAME OF AGENT: HILDA GUERRERO-WILSON

OFFICE ADDRESS: 8031 Hook Circle
Orlando, FL 32836

Having being named as registered agent, and to accept service of process for the abovenamed Corporation at the place designated in this Certificate, I hereby accept 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.

Signature. _____

HILDA GUERRERO-WILSON
Registered Agent

11/12/04
Date