

NOV 22 2004 10:19 AM FR BUTZEL LONG 18502050381 F 01/05
P04000158896

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000232433 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : BUTZEL LONG
Account Number : 105147001567
Phone : (561)368-2151
Fax Number : (561)368-4668

FILED
2004 NOV 22 AM 10:05
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
PREMIER MARTIAL ARTS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing

Public Access Help

11/23/04

FILED

ARTICLES OF INCORPORATION
OF
PREMIER MARTIAL ARTS, INC.

2004 NOV 22 AM 10:05

CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is PREMIER MARTIAL ARTS, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 at \$1.00 par value common shares.

ARTICLE IV

The street address of the Corporation shall be 2330 NE 43rd Court, Lighthouse Point, FL 33064. The name of the Corporation's initial registered agent is Paul A. Baldovin, Jr., located at Butzel Long, P.C., Suite 420, 1200 North Federal Highway, Boca Raton, Florida 33432.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is two (2). The name and street address of the initial directors are:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Gregory Silva | 2330 NE 43 rd Court Lighthouse Point, FL 33064 |
| Barry Van Over | 8712 Shorham Blvd Knoxville, TN 37922 |

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The names and addresses of the initial officers are:

Gregory Silva President
2330 NE 43rd Court
Lighthouse Point, FL 33064

Barry Van Over Vice President & Treasurer
8712 Shorham Blvd
Knoxville, TN 37922

Jeannie Silva Secretary
2330 NE 43rd Court
Lighthouse Point, FL 33064

ARTICLE VII

The name and address of the incorporator is Paul A. Baldwin, Jr., Esquire located at Butzel Long, P.C., Suite 420, 1200 North Federal Highway, Boca Raton, Florida 33432.

ARTICLE VIII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE IX

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE X

Directors and officers of this Corporation need not be residents of the State of Florida, unless otherwise provided in the by-laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the by-laws.

ARTICLE XI

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreements is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 19 day of November, 2004



Paul A. Baldovin, Jr.
Incorporator

NOV 22 2004 10:20 FR BUTZEL LONG

TO 18502050381 P.05/05

H04000232433 3

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That PREMIER MARTIAL ARTS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business and mailing address at 2330 NE 43rd Court, Lighthouse Point, FL 33064, has named Paul A. Baldovin, Jr., located at Butzel Long, P.C., Suite 420, 1200 North Federal Highway, Boca Raton, FL 33432, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Paul A. Baldovin, Jr.

FILED
2004 NOV 22 AM 10:05
CLERK OF STATE
ALLAHASSEE FLORIDA