

Division of Corporations

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

From:

Account Name : PETER P LINDLEY, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

TKO Strength, Inc.

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION
OF
TKO STRENGTH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being duly licensed to practice law under the laws of the state of Florida, adopts these articles of incorporation to form a corporation under Chapter 607, Florida Statutes, the Florida Business Corporation Act, and other laws of the state of Florida.

ARTICLE I. NAME

The name of this corporation is TKO Strength, Inc. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal office and street address of the Corporation is 6100 West By Northwest, Suite 160, Houston, Texas 77040.

ARTICLE III. PURPOSE

The Corporation is formed to engage in any and all lawful activities under the laws of the State of Florida. The Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V. CAPITAL STOCK

The number of shares of capital stock the Corporation shall be authorized to issue is FIFTY MILLION (50,000,000) shares of common stock having a par value of \$.00001 per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432. The name of the initial registered agent at that address is Peter Lindley.

ARTICLE VII. LIABILITY OF DIRECTORS

To the fullest extent permitted by the laws of the State of Florida, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same may hereafter be amended or supplemented, or (iv) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are amended after the filing of these Articles of Incorporation to authorize

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corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent so permitted. Any amendment, modification or repeal of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, modification or repeal.

ARTICLE VIII INDEMNIFICATION

Each person who is or was a director, officer, employee, or agent of the Corporation, and each such person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted from time to time by the laws of the State of Florida or any other applicable laws as presently or hereafter in effect. The Corporation shall advance the expenses incurred by any of the foregoing persons in defending actions against them to the full extent permitted by applicable law. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided by this Article VIII. Any amendment, modification or repeal of this Article VIII shall not adversely affect any right or protection existing hereunder at the time of such amendment, modification or repeal.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator are:

Peter P. Lindley
1200 North Federal Highway, Suite 200
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned does hereby execute these Articles of Incorporation and does hereby acknowledge that this instrument constitutes his act and deed and that the facts stated herein are true.

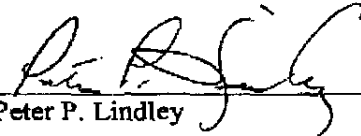

Peter P. Lindley

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent to accept service of process for **TKO STRENGTH, INC.** at the place designated in the articles of incorporation for said corporation, the undersigned hereby accepts appointment as registered agent, has read and is familiar with the applicable provisions of Chapter 607, F.S. concerning the duties of the registered agent, and agrees to act in this capacity.


Peter P. Lindley

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