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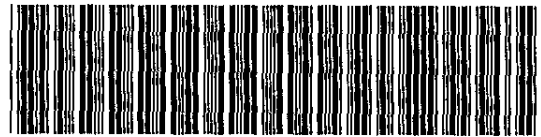
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 FEB -6 AM 8:19

W04-3480

B. McKnight FEB 07 2006

COVER LETTER

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

SUBJECT: AIKIDO ACADEMY OF FLORIDA, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ELLIOTT W. SCHWARTZ
Name (Printed or typed)

4621 SAWGRASS BLVD
Address

NEW PORT RICHEY FL 34653
City, State & Zip

727-372-3597
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2006

ELLIOTT W SCHWARTZ
4621 SAWGRASS BLVD
NEW PORT RICHEY, FL 34653

SUBJECT: AIKIDO ACADEMY OF FLORIDA, INC.
Ref. Number: W06000003480

We have received your document for AIKIDO ACADEMY OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 406A00005138

**ARTICLES OF INCORPORATION
OF
Aikido Academy of Martial Arts, Inc.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby form this corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is **Aikido Academy of Martial Arts, Inc.**

ARTICLE II: COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

ARTICLE III: BUSINESS AND POWERS

A. The general nature of the business to be transacted by the Corporation is:

(1) Martial arts school for purpose of self defense training and teaching martial arts to individuals and all business and activities reasonable related thereto;

(2) To operate any martial art school, or sell related merchandise, or services deemed necessary by the Board of Directors and all business and activities reasonable related thereto;

(3) To engage in any activity or business permitted by the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares of stock to be issued by the Corporation is **ONE HUNDRED (100) shares of common stock** of a par value of **ONE DOLLAR (\$1.00) per share**. Each of the common shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such share. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V: PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire shares not issued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI: INITIAL ADDRESS AND REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 4621 Sawgrass Blvd., New Port Richey, FL 34653 and the name of the registered agent at that address is Elliott W. Schwartz.

ARTICLE VII: BOARD OF DIRECTORS

A. INITIAL BOARD OF DIRECTORS. The names and addresses of the initial directors of the Corporation are:

Elliott W. Schwartz	4621 Sawgrass Blvd. New Port Richey, FL 34653
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Filomena C. Schwartz	4621 Sawgrass Blvd. New Port Richey, FL 34653
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B. NUMBER AND TERM. The Board of Directors shall be composed of no less than One (1) member who shall be elected at the annual meeting of Shareholders to be held at the time and

place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the Shareholders. Directors need not be Shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the Shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. POWERS AND DUTIES. Included among the powers and duties of the Board of Directors are the following:

- (1) Electing the officers of the Corporation;
- (2) Exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) Determining the compensation of the Officers, including those who may also be Directors;
- (4) Specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

ARTICLE VIII: OFFICERS

A. Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, as well as such other officers the Board of Directors may deem advisable.

B. Officers need not be Shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws of the directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and

qualified are:

President: Elliott W. Schwartz

Secretary Elliott W. Schwartz

Treasurer Elliott W. Schwartz

ARTICLE IX: CONFLICT OF INTEREST

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any of this Corporation's directors are interested in, or are directors or officers of such other corporation, and no contract or other transaction between the Corporation and any other person or firm shall be affected or invalidated by the fact that any of this Corporation's directors are a party to, or are parties to, or interested in such contract or transactions; provided that in each such case the nature and extent of the interest of such directors in such contract or other transactions or the fact that such directors or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE X: INCORPORATORS

The name and street address of the persons signing these Articles are:

Elliott W. Schwartz 4621 Sawgrass Blvd.
New Port Richey, FL 34653

ARTICLE XI: INDEMNIFICATION

The Corporation shall indemnify every person who is serving or has served as an officer, director, employee or agent of the Corporation or, at its request, of any other corporation of which it is a Shareholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes as in existence on the day the right to

indemnification arises, subject to the limitations on the conditions of such indemnification set forth therein, which indemnification shall not affect any other rights to which such person may be entitled.

ARTICLE XII: MISCELLANEOUS

A. OTHER OFFICES, AGENCIES AND BRANCHES. The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida, as may be determined by the Board of Directors.

B. LOCATION OF SHAREHOLDERS AND DIRECTORS MEETINGS. Meetings of the Shareholders and Directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, we have set our hands and seals this 1st day of Feb, 2006.


Elliott W. Schwartz

STATE OF FLORIDA)

COUNTY OF PASCO)

BEFORE ME, the undersigned authority appeared Elliott W. Schwartz, who has produced a Florida Driver's license as identification, and who did take an oath, deposes and says that he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

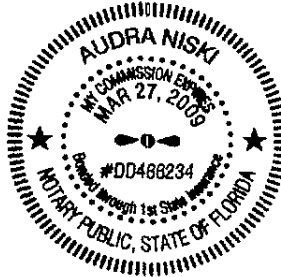
SWORN TO AND SUBSCRIBED before me this 1st day of February, 2006.

Audra Niski

NOTARY PUBLIC

My Commission expires:

March 27, 2009



CERTIFICATE OF DESIGNATION

Registered Agent / Registered Office

Pursuant to the requirements of the laws of Florida, Aikido Academy of Martial Arts, Inc. hereby designates its registered agent and registered office:

Name of Corporation: Aikido Academy of Martial Arts, Inc.

Name of Registered Agent: Elliott W. Schwartz

Address of Registered Agent: 4621 Sawgrass Blvd.
New Port Richey, FL 34653

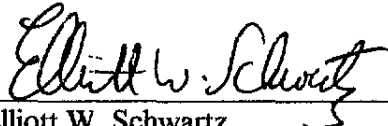
Registered Office of Corporation: 4621 Sawgrass Blvd.
New Port Richey, FL 34653

Signature of Corporate Officer:


Elliott W. Schwartz President

Date: 2-1-06

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.


Elliott W. Schwartz

Date: 2-1-06

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