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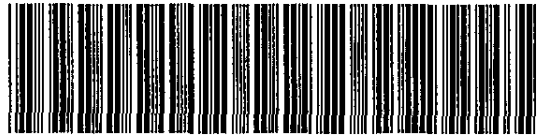
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

# UNITED MARTIAL ARTS<sup>Inc.</sup>

6180-9 Ft Caroline Rd., Jacksonville, FL 32277 Office: (904) 762-9687 Cell: (904) 568-1782

April 4, 2006

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

RE: United Martial Arts of North of Florida, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check in the amount of \$70.00 for the filing fee.

Please return a filed original to Mr. James R. Pierce, President at the above address.

If you have any questions regarding this or any other matter, please do not hesitate to contact me.

Sincerely,

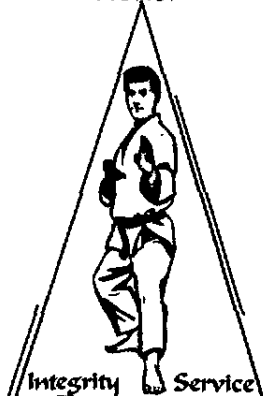


James R. Pierce  
President

JRP:jwk

Enclosures

Honor



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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED MARTIAL ARTS OF NORTH FLORIDA, INC.**

**ARTICLE I - NAME**

The name of this corporation shall be:

**UNITED MARTIAL ARTS OF NORTH FLORIDA, INC.**

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with teaching martial arts, and decision-making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

## **ARTICLE II – CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at no par value.

## **ARTICLE III – PREEMPTIVE RIGHT**

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

## **ARTICLE IV – TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE V – PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be at 6180-9 Fort Caroline Road, Jacksonville, Florida 32277-2069.

## **ARTICLE VI – INITIAL REGISTERED AGENT & ADDRESS**

The name and address of the initial registered agent is James R. Pierce at 6180-9 Fort Caroline Road, Jacksonville, Florida 32277-2069.

## **ARTICLE VII – DIRECTORS**

This corporation shall not have more than one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

## **ARTICLE VIII – INITIAL DIRECTORS AND OFFICERS**

The name and address of the Initial Director and Officers are:

<b>NAME</b>	<b>ADDRESS</b>
James R. Pierce President / Director	6180-9 Fort Caroline Road Jacksonville, Florida 32277-2069
Kelli C. Hixon Secretary / Treasurer	6180-9 Fort Caroline Road Jacksonville, Florida 32277-2069

## ARTICLE IX – INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

NAME	ADDRESS
James R. Pierce	6180-9 Fort Caroline Road Jacksonville, Florida 32277-2069

## ARTICLE X – AMENDMENTS


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## ARTICLE XI – SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

## ARTICLE XII – EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.

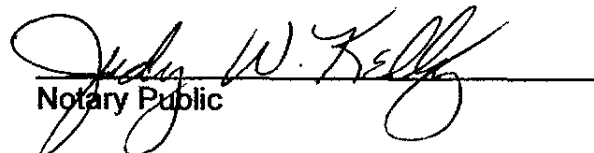
  
James R. Pierce  
Incorporator

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared James R. Pierce, to me known to be the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on the 4th day of April, 2006.

  
Notary Public