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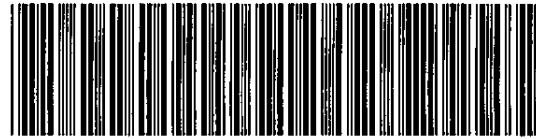
(Business Entity Name)

(Document Number)

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2007 APR -9 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

C. 44-10

COVER LETTER

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

SUBJECT: Majestic Shotokan Karate, 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: Desmond J. Chalker
Name (Printed or typed)

1256 Howland Blvd
Address

Deltona, FL 32738
City, State & Zip

407/328-9149
Daytime Telephone number

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

Articles of Incorporation
For
Majestic Shotokan Karate, Inc.

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2007 APR -9 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a person competent to contract subscribes to these
Articles of Incorporation to form a for profit corporation under the laws of the State of Florida.

Article I

Name. The name and mailing address of this corporation is:

Majestic Shotokan Karate, Inc.
1256 Howland Blvd
Deltona, FL 32738

Article II

Business Activities. This corporation may and is authorized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1 per share, with the consideration to be paid for each share to be in money, property, or services actually performed as may be fixed by the Board of Directors.

Article IV

Term of Existence. This corporation shall commence on date of execution and shall have perpetual existence.

Article V

Initial Registered Office and Agent. The address of the initial registered agent is 1256 Howland Blvd, Deltona, FL 32738 and the name of the initial registered agent of the corporation at the address is Desmond Charles.

Article VI

Number of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the Board of Directors or the shareholders in accordance with the Bylaws of this corporation. Directors as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting.

Article VII

Initial Board of Directors. The name and address of the initial directors of this corporation is:\

Desmond Charles
1256 Howland Blvd
Deltona, FL 32738

Sharon Charles
1256 Howland Blvd
Deltona, FL 32738

Article VIII

Incorporator. The name and address of the incorporator signing these articles is:

Desmond Charles
1256 Howland Blvd
Deltona, FL 32738

Article IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time-to-time provided for in the bylaws of this corporation.

Article X

Amendment to Articles. 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 shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation upon the shareholders are subject to reservation.

Article XI

Bylaws. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors.

Article XII

Indemnification. This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by the law.

Article XIII

Right of First Refusal. No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

The transfer of this stock certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation to which the holder hereof assents.

IN WITNESS WHEREOF, the undersigned does set their hand and seal and has acknowledge
and filed the foregoing Articles of Incorporation under the laws of the State of Florida this _____
day of April 4, 2007.

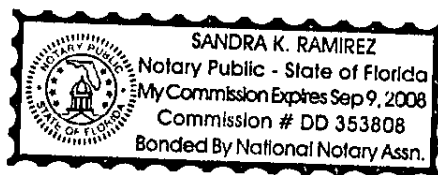
Desmond Charles
Desmond Charles

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

I HEREBY CERTIFY that on this day, before me, and officer duly authorized in the State and
County aforesaid to take acknowledgments, personally appeared Desmond Charles, who
produced a current driver's license (C642-170-65-028-0) issued by the State of Florida
Department of Motor Vehicles as identification, and they executed the foregoing Articles of
Incorporation in my presence freely and voluntarily, and for the uses and purposes expressed
therein.

WITNESS my hand and official seal in the County and State aforesaid this 4 day of
April, 2007.

Sandra K. Ramirez
Notary Public, State of Florida



ARTICLE FIVE
CONTRACTS AND INSTRUMENTS OF INDEBTEDNESS

No contracts or any instrument of indebtedness shall be executed without approval by the Board of Directors by resolution. Upon such resolution, the President shall be authorized to execute contracts or instruments of indebtedness as specified in the resolution.

ARTICLE SIX
CORPORATE SEAL


The seal of the corporation shall be provided by the Board of Directors by resolution. The seal shall be used by the President or other officers of the corporation as provided for in these Bylaws.

ARTICLE SEVEN
AMENDMENT

These Bylaws may be amended from time to time by a majority vote of the Board of Directors or by a majority vote of the shareholders. These Bylaws may be repealed and new Bylaws established in the same manner as amendments. These Bylaws will continue in full force and effect until amended or repealed and replaced by new Bylaws.

ARTICLE EIGHT
DIVIDENDS

The Board of Directors may from time to time declare dividends to the shareholders. These distributions may be in cash or property. No such dividends may be made out of the capital of the corporation.



Secretary

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE**

Pursuant to chapter 48.091 Florida Statutes the following is submitted in compliance with said Act:

Majestic Shotokan Karate, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1256 Howland Blvd, Deltona, FL, has named Desmond Charles as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been name to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



By: Desmond Charles

Registered Agent

Dated: *April 4, 2007*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA