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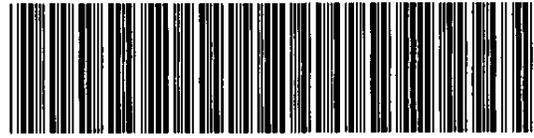
(Business Entity Name)

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08 SEP 18 AM 10:12  
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TALLAHASSEE, FLORIDA

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EP 9/19/08



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 726843 121501A

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 18.75

ORDER DATE : September 18, 2008

ORDER TIME : 11:25 AM

ORDER NO. : 726843-005

CUSTOMER NO: 121501A

DOMESTIC FILING

NAME: CHAMELEON MMA, INC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace - EXT. 2928

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**

of

**CHAMELEON MMA, INC.**

(a corporation)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statutes (2007):

**ARTICLE I. NAME AND ADDRESS**

The name and address of the corporation is:

**CHAMELEON MMA, INC.  
5285 Shad Road, Units 309 – 311  
Jacksonville, Florida 32257**

**ARTICLE II. DURATION AND COMMENCEMENT**

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III. PURPOSES**

This corporation is organized for the following purposes:

1. To own, operate and conduct a mixed martial arts training and learning facility.
2. To hire and/or train personnel to carry out these purposes.
3. To rent, lease, purchase and/or own facilities and equipment which are sufficient for the conduct and/or operation of the purposes of the corporation.
4. To transact any and all lawful business for which corporations may be incorporated or organized under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue 900 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

**ARTICLE V. VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

**ARTICLE VI. MANAGEMENT**

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statutes (2007).

**ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial Registered Agent of this corporation is **233 E. Bay Street, Ste. 930, Jacksonville, Florida 32202**, and the name of the initial Registered Agent of this corporation at that address is **C. HOLT SMITH, III, ESQUIRE**.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) Directors initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than one (1) Director. The name and address of the initial Directors of this corporation are:

**TODD GRAFENAUER: 2519 S. 76<sup>th</sup> Street  
Milwaukee, Wisconsin 53219**

**BOBBY RAULERSON: 993 Shipwatch Drive  
Jacksonville, Florida 32225**

**ANDREW MAYER: 11243 St. Johns Industrial Parkway S.  
Jacksonville, Florida 32246**

**ARTICLE IX. INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is

**ANDREW MAYER: 11243 St. Johns Industrial Parkway S.  
Jacksonville, Florida 32246**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE X. AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscribing Incorporator has hereunto set his hand and seal this 16 day September, 2008 for the purpose of forming this corporation under the laws of the State of Florida.

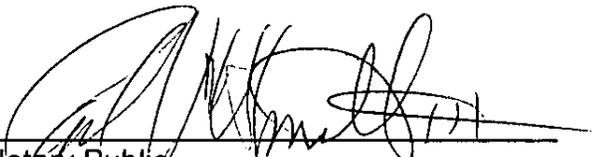
  
\_\_\_\_\_  
**ANDREW MAYER**

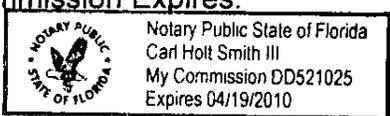
STATE OF FLORIDA  
COUNTY OF DUVAL

**I HEREBY CERTIFY** that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **ANDREW MAYER**, who executed the foregoing instrument as Incorporator of **CHAMELEON MMA, INC.**, a corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. He is personally known to me  or has  produced \_\_\_\_\_ as identification and did ~~(did not)~~ take an oath.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, this 16 day of September, 2008.

(SEAL)

  
\_\_\_\_\_  
Notary Public

My Commission Expires:  


Typed/printed name of Notary

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CLERK OF COUNTY OF STATE  
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

First, that **CHAMELEON MMA, INC.**, desiring to organize or qualify under the laws  
of the State of Florida, with its principal place of business at the City of Jacksonville, State  
of Florida, has named C. HOLT SMITH, III, ESQUIRE, located at 233 E. Bay Street, Ste.  
930, Jacksonville, Florida 32202, as its Agent to accept service of process within Florida.

**CHAMELEON MMA, INC.**

By:   
ANDREW MAYER, Secretary

DATED: September 16, 2008

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 AND COMPLETE PERFORMANCE  
OF MY DUTIES.

  
C. HOLT SMITH, III, ESQUIRE  
Registered Agent

DATED: September 16, 2008

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TALLAHASSEE, FLORIDA