

P95000011080
TRANSMITTAL LETTER

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

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-02/07/95--01078--010
****122.50 ****122.50

SUBJECT: WARRING's World Champion KickBoxing & Boxing Fitness Center INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

James Junior WARRING
Name
11052 S.W. 162. Ter.
Address
Miami, FLORIDA 33157
City, State, & ZIP
(305) 255-5456
Telephone Number

95 FEB -6 PM 3:33

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

OF

WARRING'S World Champion KickBoxing & Boxing Fitness Center INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

WARRING'S World Champion KickBoxing & Boxing Fitness Center

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ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11052 S.W. 162 Ter.
Miami, Florida. 33157

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares of Common Stock
having par value of one dollar (\$1.00) each

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

James Junior Warring
11052 S.W. 162 Ter.
Miami, Florida 33157

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

James Junior Warring
11052 S.W. 162 Ter.
Miami, FLORIDA 33157

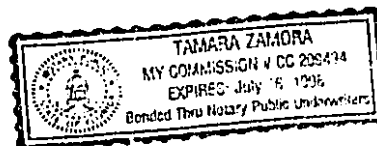
The undersigned has(have) executed these Articles of Incorporation this

31ST day of JANUARY, 1995

James J. Warring President
Signature/Title

Signature/Title

Signature/Title NOTARY PUBLIC



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: WARRING's World Champion
KickBoxing & Boxing Fitness Center Inc.

2. The name and address of the registered agent and office is:

James Junior WARRING
(NAME)

11052 S.W. 162 Ter
(P.O. BOX NOT ACCEPTABLE)

Miami Florida 33157
(CITY/STATE/ZIP)

SIGNATURE James J. Warring
(corporate officer)

TITLE President

DATE 4/31/95

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.

SIGNATURE James J. Warring
DATE 4/31/95

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SECRETARY OF STATE
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