

**P95000011479**

**BATEH & CLARK**

ABRAHAM I. BATEH, P. A.  
ROSS T. CLARK

February 6, 1995

1550 SAN MARCO BOULEVARD  
JACKSONVILLE, FLORIDA 32207 2998  
(904) 396-1300  
(904) 396-3311

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

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-02/08/95--01067--017  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Re: America's Best Karate, Inc.

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation, and the Acceptance of Designation. In addition, a check in the amount of \$122.50 is enclosed, which represents the following fees:

- |                         |         |
|-------------------------|---------|
| 1. Filing Fee           | \$35.00 |
| 2. Certified Copy       | \$52.50 |
| 3. Registered Agent Fee | \$35.00 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

*Ross T. Clark*

Ross T. Clark

RTC:pm

Enclosures

*SDC*

FILED  
FEB 8 1995  
PM 1:29  
TALLAHASSEE, FL  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

AMERICA'S BEST KARATE, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE I. NAME

The name of the corporation is America's Best Karate, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AGENT AND  
PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 1558 San Marco Boulevard, Jacksonville, Florida, 32207, and the name of the initial registered agent

at that address is Ross T. Clark. The address of the principal office of the corporation is 950 Blanding Blvd., Orange Park, Florida, 32065.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided by the By-Laws. The name and street address of the initial director is:

William G. Clark, II, 5043 Mariners Point Drive,  
Jacksonville, Florida, 32225.

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is: William G. Clark, II, 5043 Mariners Point Drive, Jacksonville, Florida, 32225. The incorporator of the corporation assigns to this corporation his rights under the pertinent provisions of the Florida Statutes to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE VIII. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right

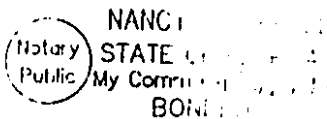
conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation this 1 day of  
February, 1995.

  
\_\_\_\_\_  
William G. Clark, II

Before me, the undersigned authority, personally  
appeared William G. Clark, II, to me known to be the person  
who executed the foregoing Articles of Incorporation, and he  
acknowledged to and before me that he executed such  
instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal this 3 day of February, 1995.



  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:

ACCEPTANCE OF DESIGNATION

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

1. That America's Best Karate, Inc. is desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at Jacksonville, Duval County, Florida, and has named Ross T. Clark, located at 1558 San Marco Boulevard, Jacksonville, Florida, 32207, as its agent to accept service of process within this State.

2. Having been named to accept service of process for the corporation named above, at the place designated in this Certificate, the undersigned agrees to act in that capacity and comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

Dated this 6th day of February 1995.



Ross T. Clark  
Registered Agent

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SECRETARY OF STATE  
JAN 10 1995