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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KID COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: U.S.A. KARATE, INC.
FAX AUDIT NUMBER: H95000003559
DATE REQUESTED: 03/28/1995
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is authorized to have outstanding at any time shall be:
fifty Thousand (50,000) Shares at \$.01 par value

ARTICLE V

Pursuant to Florida Statutes 607.164 (h), the corporation's principal place of business, its mailing address and the address of its Registered Agent, GUS ALVAREZ is 8407 Pines Boulevard, Pembroke Pines, Florida.

ARTICLE VI

The name and street address of the members of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
GUS ALVAREZ	8407 Pines Boulevard Pembroke Pines, Florida	President/ Sec./Treas./ Director
RAFAEL MUNIS	8407 Pines Boulevard Pembroke Pines, Florida	V. Pres./ Director

There shall not be less than (1) Director, at any time.

ARTICLE VII

The name and street address of the Incorporator to these


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Articles of Incorporation is as follows:

RAPHAEL MUNIS
8407 Pines Boulevard
Pembroke Pines, Florida

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 28th day of March, 1995.


RAPHAEL MUNIS

STATE OF FLORIDA }
COUNTY OF BROWARD } ss.

I HEREBY CERTIFY that on this day, before me a Notary Public
duly authorized in the State and County above named, to take
acknowledgments, personally appeared, RAPHAEL MUNIS, personally
known to me to be the person described as Incorporator in and who
executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above this 28th day of March, 1995.


NOTARY PUBLIC

My Commission Expires:



DAPHNE S. SCHREIBER
My Commission OC389796
Expires Aug. 28, 1998
Bonded by AFIS
800-652-2878

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That U.S.A. KARATE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Pembroke Pines, County of Broward, State of Florida has named GUS ALVAREZ, who is located at 8407 Pines Boulevard, Pembroke Pines, Florida, as its agent to accept process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relating to keeping open said office.


GUS ALVAREZ

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TAE KWON DO FITNESS CENTER

6240 PEMBROKE ROAD
HOLLYWOOD, FLORIDA 33023

963-1212

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DEAR ANNETTE.

Amend
ENCLOSED herewith, please
FIND THE ORIGINAL ARTICLES OF
AMDMNT ALSO A COPY FOR CERTIFICATION
AS per OUR phone conversation.

Thank you
Carmen Alvarez

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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U. S. A. KARATE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VI - BOARD OF DIRECTORS

DELETED: RAPHAEL MUÑIZ / VICE-PRESIDENT/DIRECTOR

ADDED: CARMEN ALVAREZ - VICE-PRESIDENT/DIRECTOR

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

(PRESIDENT)
IF GUS ALVAREZ CANCELS 49 SHARES
OF STOCK HELD BY RAPHAEL MUÑIZ

THIRD: The date of each amendment's adoption: 11-14-96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day Fourteenth of November, 19 96

Signature

Gustavo Alvarez President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

X GUS ALVAREZ
(GUSTAVO) Typed or printed name

PRESIDENT

Title