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P950000 35839

April 24, 1995

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100001473791
-05/03/95--01102--005
****122.50 ****122.50

Re: **MARSHAL ARTS CLUB, INC.**

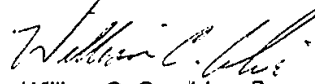
Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced corporation. I would appreciate your sending me a conformed copy with the certificate at your earliest convenience in the enclosed self-addressed postage paid envelope.

I am also enclosing my firm check in the amount of \$122.50 for filing the For Profit Corporation.

Thank you for your assistance in this matter. Please call my office if you need further information.

Sincerely yours,


William C. Cumbie

WCC/bc
Enclosures(4)

c:\forms\incorpor.ssf

FILED
MAY -3 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 8 1995 BSB

ARTICLES OF INCORPORATION
OF
MARSHAL ARTS CLUB, INC.

FILED
95 MAY -3 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is: MARSHAL ARTS CLUB, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: TEACHING THE MARSHAL ARTS AND ANY OTHER LAWFUL BUSINESS ALLOWED CORPORATIONS IN THE STATE OF FLORIDA. Also to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is: ONE HUNDRED SHARES

THE CAPITAL STOCK AUTHORIZED INITALLY SHALL BE DISTRIBUTED AS FOLLOWS:

49 SHARES MR ROBERT RICKARDS
49 SHARES MR HOYT RUSSELL O'STEEN, JR
2 SHARES MRS. ROBERT RICKARDS

THE PAR VALUE OF SHAIID CAPITAL SHARES SHALL BE 1 CENT PER SHARE OUTSTANDING

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is TEN DOLLARS.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is: 515 CARRIBELLE FLORIDA 32322.

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than three. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation are: Mr. & Mrs Robert Richards, P. O. Box 515, Carrabelle, Florida 32322 and Hoyt Russel O'steen, Jr. P. O. Box 515, Carrabelle, Florida 32322.

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the subscribers of these articles of incorporation are: Mr. & Mrs Robert Richards, P. O. Box 515, Carrabelle, Florida 32322 and Hoyt Russel O'steen, Jr. P. O. Box 515, Carrabelle, Florida 32322.

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XII. AMENDMENT

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

stockholders, and approved at a stockholders' meeting by a simple majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 28th day of April, 1995.

Mr. Robert Richards

STATE OF FLORIDA)

COUNTY OF FRANKLIN)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Mr. Robert Richards, to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

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

Karen L. Hildebrandt

NOTARY PUBLIC, State of Florida at Large

Commission expires:



KAREN L. HILDEBRANDT
MY COMMISSION # CC442604 EXPIRES
March 1, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

Marshal Arts Club, Inc., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at P. O. BOX 400, in the City of CARRABELLE, County of FRANKLIN, State of Florida, has named Mr. Robert Rickards, located at 2ND STREET OFF OF AVENUE "G", City of Carrabelle, County of Franklin, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME:	TITLE	SPECIFIC ADDRESS
Mr. Robert Rickards	President	P.O. Box 515, Carrabelle Florida, 32322
Mrs. Robert Rickards	Treas/Sec	P.O. Box 515, Carrabelle Florida, 32322
Mr. Hoyt Russell O'steen, Jr.	Vice Pres	P.O. Box 515, Carrabelle Florida, 32322

DIRECTORS:

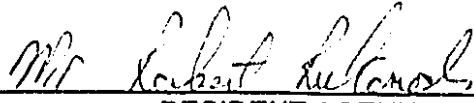
		SPECIFIC ADDRESS
Mr. Robert Rickards	Chair	P.O. Box 515, Carrabelle Florida, 32322
Mrs. Robert Rickards	Dir	P.O. Box 515, Carrabelle Florida, 32322
Mr. Hoyt Russell O'steen, Jr.	Vice Chair	P.O. Box 515, Carrabelle Florida, 32322

BY: Mr. Hoyt Russell O'steen, Jr.

CORPORATE OFFICER

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process, to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



RESIDENT AGENT
Robert Rickards

FILED
95 MAY -3 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA