

TRANSMITTAL LETTER

95000037556

Department of State
Division of Corporations
P.O. Box 337
Tallahassee, FL 32314

SUBJECT: INSTINCT MARTIAL ARTS ACADEMY OF SOUTH DADE, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of One Hundred Twenty Two Dollars and 50/100 (\$122.50).

FROM: Rick L. Begley
13055 SW 89 PL.
Miami, FL 33176

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MAY 11 1995

FILED
95 MAY 10 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

, OF

FILED

INSTINCT MARTIAL ARTS ACADEMY OF SOUTH DADE, INC. 95 MAY 10 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be:

INSTINCT MARTIAL ARTS ACADEMY OF SOUTH DADE, INC.

ARTICLE II

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

Business Address:

Mailing Address:

13055 SW 89 PL
Miami, FL 33176

SAME

ARTICLE III

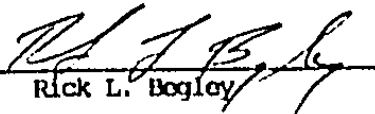
The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares

Number of Shares	Par Value	Class of Stock
<u>Authorized</u>	<u>Per Share</u>	<u></u>
100	\$ 1.00	Common

ARTICLE IV

The name and address of the initial registered agent is:

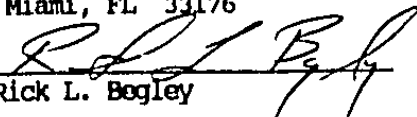
Rick L. Bogley
13055 SW 89 PL
Miami, FL 33176


Rick L. Bogley

Article V

The name and street address of the incorporator to these Articles of Incorporation is:

Rick L. Bogley
13055 SW 89 PL
Miami, FL 33176


Rick L. Bogley

Article VI

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved accordingly to law.

Article VII

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

Article VIII

This corporation shall indemnify and insure its Officers and Directors, or any former Officers and Directors, to the fullest extent permitted by law either now or thereafter.

Article IX

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders, but the Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

Article X

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two or more persons and the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by such committee.

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

R. L. Begley
Rick L. Begley

**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 agent/registered office, in the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

INSTINCT MARTIAL ARTS ACADEMY OF SOUTH DADE, INC.

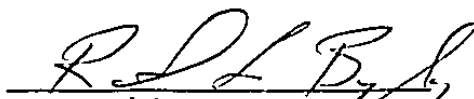
2. The name and address of the registered agent and office is:

Rick L. Begley
13055 SW 89 PL
Miami, FL 33176


Rick L. Begley

Dated: 2-1-95

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 THE REGISTERED AGENT.


Rick L. Begley

Dated: 2-1-95