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JAMES A. BOND, P. A.
ATTORNEY AT LAW

THE ATLANTIC COAST BANK BUILDING
SUITE 2000
1250 S. W. 27TH STREET
PALM CITY, FLORIDA 34901

TELEPHONE:
(407) 287-7100
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May 20, 1995

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

7000001501687
-05/30/95--01089--006
***122.50 ***122.50

Re: Tab-1 International, Inc.
Articles of Incorporation

Dear Sir:

Enclosed herewith please find the original and three (3) copies of the Articles of Incorporation for above named corporation, together with my check in the amount of \$122.50.

I have enclosed a stamped, self-addressed envelope for your convenience in returning copy to me.

If you have any questions, please do not hesitate to contact my office.

Sincerely,



James A. Bond

JAB/jm

/enclosures

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95 MAY 30 PM 12:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5136

**ARTICLES OF INCORPORATION
OF
TAB-1 INTERNATIONAL, INC.**

FILED
95 MAY 30 PM 12:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this Corporation shall be TAB-1 INTERNATIONAL, INC.

ARTICLE II

This Corporation shall exist in perpetuity.

ARTICLE III

The general nature of the business to be transacted by this Corporation is to: Manufacture, purchase or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, foodstuffs, and services of every kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The name of the registered agent is Serguei Grouzdev, and the street address of the initial registered agent is 1918 S. E. Port St. Lucie Boulevard, Port St. Lucie, FL 34952.

The Registered Agent hereby affirms that he is familiar with and accepts the duties and responsibilities of Registered Agent for said Corporation.

ARTICLE VI

This Corporation shall have one director initially, the name of the initial director is Serguei Grouzdev, and his address is 1918 S. E. Port St. Lucie Boulevard, Port St. Lucie, FL 34952. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation, but shall never be less than one director.

ARTICLE VII

The name and address of the subscriber of these Articles of Incorporation is Serguei Grouzdev, 1918 S. E. Port St. Lucie Boulevard, Port St. Lucie, FL 34952.

ARTICLE VIII

The business location and address of the corporation is 1918 S. E. Port St. Lucie Boulevard, Port St. Lucie, FL 34952.

ARTICLE IX

These Articles of Incorporation may be amended in the manner prescribed by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at

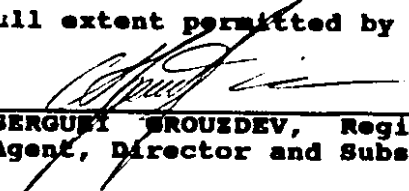
a Stockholder's meeting by a majority of the stock entitled to vote thereon, or by one of the Board of Directors and approved by such Board of Directors by a majority thereof, unless all of the Directors and Stockholders sign a written statement and agreement manifesting their intention that a signed statement shall signify their approval of an Amendment to these Articles of Incorporation be made.

ARTICLE X

Upon the sale of any unissued or treasury stock of the corporation, each stockholder shall have the preemptive right to purchase his or her pro-rata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares shall be sold or issued.

ARTICLE XI

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.


SERGUEI GROUZDEV, Registered
Agent, Director and Subscriber

STATE OF FLORIDA,
COUNTY OF MARTIN:

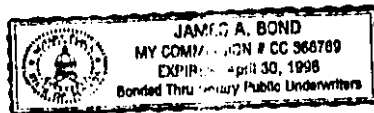
I HEREBY CERTIFY THAT SERGUEI GROUZDEV appeared before me and is personally known to me to be the same person whose name is signed to the foregoing instrument, or, who has produced his Florida Drivers License No. G623-780-60-127-0 as identification, and who, under oath, acknowledged that he signed the instrument as

his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 25 day of May, 1995.

MY COMMISSION EXPIRES:

James A. Bond
JAMES A. BOND
NOTARY PUBLIC



FILED
95 MAY 30 PM 12:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P95000044094

LAW OFFICES
JAMES A. BOND, P. A.
ATTORNEY AT LAW

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SUITE FOUR
1251 S. W. 27TH STREET
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July 19, 1996

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-07/29/96--01006--0006
*****35.00 *****35.00

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

Re: Tab-1 International, Inc. - Articles of Amendment -
Name Change to Tab-1 Boxing International, Inc.

Dear Sir:

Enclosed herewith please find the original and three (3) copies of the Articles of Amendment for above named corporation, together with my check in the amount of \$35.00.

The date of adoption is shown in the last paragraph and the Articles of Amendment is signed by the President of the corporation.

I have enclosed a stamped, self-addressed envelope for your convenience in returning copy to me.

If you have any questions, please do not hesitate to contact my office.

Sincerely,

J. Bond
James A. Bond

JAB/jm

/enclosures

N/C

VS JUL 29 1996

FILED
96 JUL 22 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
TAB-1 INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

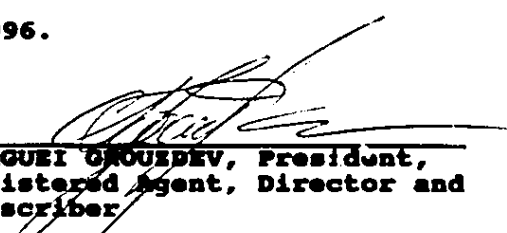
A. The current name of the corporation is TAB-1 INTERNATIONAL, INC.

B. The new name of the corporation will be, upon registration of these Articles of Amendment, TAB-1 BOXING INTERNATIONAL, INC.

C. This amendment is for the purpose of corporate name change only. No exchange, reclassification or cancellation of issued shares is contemplated other than change of corporate name.

D. This amendment was adopted by the Board of Directors and all shareholders of the corporation on 18 July 1996.

Dated this 18 day of July, 1996.

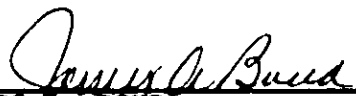

SERGUEI GROUZDEV, President,
Registered Agent, Director and
Subscriber

STATE OF FLORIDA,
COUNTY OF MARTIN:

I HEREBY CERTIFY THAT SERGUEI GROUZDEV appeared before me and is personally known to me to be the same person whose name is signed to the foregoing instrument, or, who has produced his Florida Drivers License No. 0623-780-60-127-0 as identification,

and who, under oath, acknowledged that he signed the instrument as his free and voluntary act for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 18 day of July, 1996.


JAMES A. BOND
NOTARY PUBLIC

My Commission Expires:

