

LAW OFFICE OF
HERBERT B. DELL, P.A.
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FORT LAUDERDALE, FLORIDA 33328

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December 22, 1995

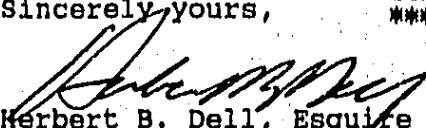
P96000002198
Secretary of State
Division of Corporations
THE CAPITOL
Tallahassee, Florida 32301

Re: Unified Martial Arts Associations, Inc.

Dear Sir:

Enclosed you will find Articles of Incorporation for DS Industries, Inc. together with my check in the sum of \$122.50 for filing. Please return a certified copy of the Articles of Incorporation to this office. Thank you for your prompt attention to this matter.

Sincerely yours,


Herbert B. Dell, Esquire

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Enclosure

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JAN 8 1996

BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN -2 PM 5:58

FILED

**ARTICLES OF INCORPORATION OF
UNIFIED MARTIAL ARTS ASSOCIATION, INC.**

FILED
96 JAN -2 PM 5:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **UNIFIED MARTIAL ARTS ASSOCIATION, INC.**
(hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock \$1.00 par value.

ARTICLE IV - DURATION

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**Gustavo Alvarez
6240 Pembroke Road
Miramar, Florida 33023**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII - NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

The name of the initial director of this Corporation and his street address is:

**Gustavo Alvarez
6240 Pembroke Road
Miramar, Florida 33023**

The person named as the initial director shall hold office for the first year of existence of this Corporation or until his or her successor is elected or appointed, as provided in the Bylaws of the Corporation, and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATOR(S)

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**Gustavo Alvarez
6240 Pembroke Road
Miramar, Florida 33023**

ARTICLE IX - INITIAL CORPORATE OFFICE

The initial office of the Corporation shall be:

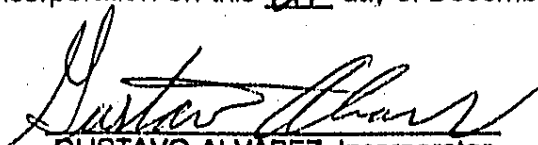
**UNIFIED MARTIAL ARTS ASSOCIATION, INC.
6240 Pembroke Road
Miramar, Florida 33023**

ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 21st day of December, 1995.


GUSTAVO ALVAREZ, Incorporator

STATE OF FLORIDA }
 }
COUNTY OF BROWARD}

BEFORE ME, a Notary Public, personally appeared, GUSTAVO ALVAREZ, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation action, and acknowledged before me that he subscribed to these Articles of Incorporation on this 21st day of December, 1995.


NOTARY PUBLIC

My Commission Expires:

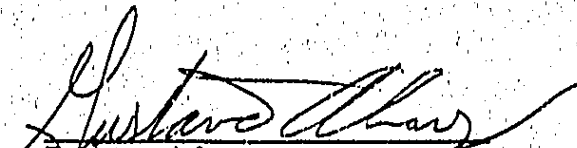


ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for UNIFIED MARTIAL ARTS ASSOCIATION, INC., at the place designated in the Articles of Incorporation, I, GUSTAVO ALVAREZ, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date:

12/25/95


Registered Agent

A:\UNIFIED.INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA