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TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

140 N. PALMER ST

TALLAHASSEE, FLORIDA

SUITE 200

108 EAST PALMER STREET

MIAMI FL 33130

TALLAHASSEE, FLORIDA 32305

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MARTIAL ARTS VENTURES, INC.

FAX AUDIT NUMBER: H960000000008

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/12/1996

TIME REQUESTED: 11:12:45

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 12 PM 2:35

FILED

608 Martial Arts Ventures, Inc

609 Martial Arts Ventures Florida, Inc

Same person filing

RECEIVED

96 JAN 12 PM 1:36

RECEIVED

Handwritten signature and date 1/12

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January 11, 1996

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

Re: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent Martial Arts Ventures, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,



Edward R. Kirkby

PREPARED BY:
David S Hernandez
210 N University Drive #502
Coral Springs, Fl 33071
(305) 346-7288

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JAN 12 PM 2:35

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ARTICLES OF INCORPORATION

Martial Arts Ventures, Inc.

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The undersigned subscribers to these Articles of Incorporation, natural person, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is Martial Arts Ventures, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 1318 SW 160 Avenue, Sunrise, Florida, 33326 and the name of the initial register agent of this corporation at that address is Randy Kirkby.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation are:
Edward R. Kirkby & John Pellegrini
1318 SW 160 Avenue
Sunrise, FL 33326

ARTICLE IX. Officers. The initial officers of the corporation will be: Edward R. Kirkby, President/Secretary, and John Pellegrini, Vice-President/Treasurer.

ARTICLE X. INCORPORATOR. The person signing these Articles of Incorporation has the following name and address:
Edward R. Kirkby
1318 SW 160 Avenue
Sunrise, FL 33326

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE XIII. The Street address of the Principal place of business is: 1310 SW 160 Avenue, Sunrise, FL 33326.

ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of January, 1996

Edward R. Kirkby (SEAL)

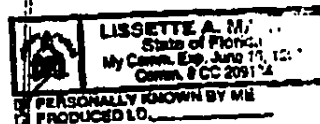
STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Edward R. Kirkby, to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 11th day of January, 1996

Lisette A. M...
NOTARY PUBLIC

My Commission Expires: June 15, 1996



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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State of Florida Division of Corporations
Department of State Tallahassee, FL 32304

I, Edward R. Kirkby, hereby consent to serve as
registered agent for the corporation, Martial Arts Ventures,
Inc. this 11th day of January, 1996.


Edward R. Kirkby

Address of registered agent:

1318 SW 160 Avenue
Sunrise, FL 33326

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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