

P96000025226

March 14, 1996

Dept. of State
Division of Corp.
P.O. Box 6327
Tallahassee, FL 32314

RE: American Academy of Martial Arts, Incorporated
Proposed name

800001747788
-03/18/96--01114--019
*****78.75 *****78.75

Enclosed please find two originals of the articles of incorporation and certificate of designation for registered agent, registered office for the above corporation. Also enclosed is a money order in the amount of \$78.75 for the filing fee and registered agent designation. A certified copy is not requested at this time. Please use the second original as file/return copy. Also, please forward a certificate of status.

From: Ronald L. Marcarelli
Incorporator
American Academy of Martial Arts, Inc.
161 Kurtwood Dr.
DeBary, FL 32713

Thank you for your prompt attention to the filing and creation of this new entity.

Sincerely
Ronald Marcarelli

MAR 21 1996

FILED
96 MAR 18 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
for
AMERICAN ACADEMY OF MARTIAL ARTS
INCORPORATED**

FILED

96 MAR 18 PM 1:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: AMERICAN ACADEMY OF MARTIAL ARTS, INCORPORATED.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of providing martial arts instructions, and contractually related services, along with any and all other business permitted under the laws of the United States of America and the great state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

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

**RONALD L. MARCARELLI
161 KURTWOOD DRIVE
DEBARY, FLORIDA 32713**

The board of directors from time to time may move the Registered Office to any other address in the state of Florida.

ARTICLE VI. BOARD OF DIRECTORS

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

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial board of directors of this corporation are:

1. RONALD L. MARCARELLI

The person named as initial director shall hold office for the first year of the existence of this corporation or until their successors are elected or appointed and has qualified, whichever occurs first. The address and phone number for the initial director is listed in Article VIII.

ARTICLE VIII. INCORPORATORS

The names and street address of the persons signing these articles of incorporation as the incorporators are:

1. Ronald L. Marcarelli
161 Kurtwood Drive
Debary, Florida 32713
(407) 668-0430

ARTICLE IX. PRINCIPLE OFFICE

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

161 Kurtwood Drive, Debary, Florida 32713

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

ARTICLE XI. OFFICERS

The following persons are the initially elected officers of the corporation and are to hold office until the next annual meeting.

PRESIDENT	RONALD L. MARCARELLI
SECRETARY	RONALD L. MARCARELLI
TREASURER	RONALD L. MARCARELLI

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation.


RONALD L. MARCARELLI

3-14-96
DATE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

FILED
96 MAR 18 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 office/registered agent in the State of Florida.

1. The name of the corporation is **AMERICAN ACADEMY OF MARTIAL ARTS, Incorporated.**
2. The name and address of the registered agent and office is:

Mr. RONALD L. MARCARELLI
161 Kurtwood Drive
Debary, Florida 32713

SIGNATURE

Ronald Marcarelli
Mr. RONALD MARCARELLI
Incorporator

HAVING BEEN NAMED AS 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 REGISTERED AGENT.

SIGNATURE

Ronald Marcarelli
Mr. RONALD MARCARELLI