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REPLY TO:
P. O. BOX 2183
PALM BEACH, FLORIDA 33480-2183

April 16, 1996

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

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RE: Matt Barrow's Ultimate Karate, Inc.

To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-referenced corporation. I have also enclosed my Trust Account check number 3684 in the amount of \$122.50.

I would request that you forward a Certified Copy of the Articles to me.

Thank you for your cooperation in this matter.

Sincerely

H. Bryant Sims

HBS/gch
Enclosures

FILED
96 APR 22 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR 26 1996

ARTICLES OF INCORPORATION

OF

MATT BARROW'S ULTIMATE KARATE, INC.

FILED
96 APR 22 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

MATT BARROW'S ULTIMATE KARATE, INC.

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to operate a fitness center, physical training center, teach martial arts, aerobics, and any other physical training techniques. Further, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description and to engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 1000 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 4541 Summit Boulevard, West Palm Beach, Florida 33416.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

MATT BARROW
4541 SUMMIT BOULEVARD, WEST PALM BEACH, FLORIDA 33416

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

MATT BARROW
4541 SUMMIT BOULEVARD, WEST PALM BEACH, FLORIDA 33416

ARTICLE X

The Officers of the Corporation shall be:

**MATT BARROW - PRESIDENT, VICE PRESENT, SECRETARY & TREASURER
4541 SUMMIT BOULEVARD, WEST PALM BEACH, FLORIDA 33416**

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of ^{April}~~January~~, 1996.



MATT BARROW

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

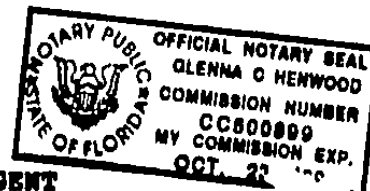
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared,
MATT BARROW, who is personally known to me or who produced as
identification _____, known to me and by me to
be the person who executed the above Articles of Incorporation,
for the purposes therein expressed, this 16th-day of ^{April}~~January~~, 1996.

Glenna C. Henwood
GLENN C. HENWOOD
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the abov
named corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and further agree to comply
with the provisions of all statutes relative to the proper perfor-
mance of my duties.

H. Bryant Sims
H. BRYANT SIMS, ESQUIRE