

NY-11-116 17127 P.09  
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PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 102 N. FLAGLER ST  
SUITE 200  
408 N. BAY STREET MIAMI FL 33136-302-4010  
TALLAHASSEE FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770

((H96000000198))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BALDWIN MARTIAL ARTS, INC.  
FAX AUDIT NUMBER: H960000006198 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 05/01/1996 TIME REQUESTED: 17:00:26  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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R.A. Accept.  
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Dietrich

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65 MAY -3 PM 5:07

DIVISION OF CORPORATIONS

96 MAY -2 AM 8:24

RECEIVED

H96000006198

April 19, 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 Baldwin Martial Arts, Inc.

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

Very truly yours,

*Timothy J. Baldwin*

Timothy Baldwin  
210 UNIVERSITY DR. #502  
CORAL SPRINGS, FL 33071  
(308) 346-7288

H96000006198



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 2, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BALDWIN MARTIAL ARTS, INC.  
REF: W96000009415

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

SEE ARTICLE VIII \*\*\*\*\*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000006198  
Letter Number: 096A00021384

5/02/96  
5:30 PM  
message

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION  
OF

Baldwin Martial Arts, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does 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 Baldwin Martial Arts, 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 1000 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.

FILED  
SEP 10 1986  
CLERK OF DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 4932 N Pine Island Rd., Lauderdale, FL, 33351 and the name of the initial registered agent of this corporation at that address is Timothy Baldwin.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 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 Directors of this corporation is:

Timothy Baldwin  
4932 N Pine Island Rd.  
Lauderdale, FL 33351

ARTICLE IX. Officers. The initial officers of the corporation will be: Timothy Baldwin, President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Timothy Baldwin  
4932 N Pine Island Rd.  
Lauderdale, FL 33351

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.

ARTICLE XIII. The Street address of the Principal place of business is: 4932 N Pine Island Rd., Lauderdale, FL, 33351.

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IN WITNESS WHEREOF, the undersigned subscriber has  
executed these Articles of Incorporation this 19th day of  
April, 1996.

Timothy Baldwin (SEAL)

STATE OF FLORIDA  
COUNTY OF BROWARD

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

WITNESS my hand and official seal this 19th day of  
April, 1996.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

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1010 P.M.

CONSENT TO APPOINTMENT AS REGISTERED AGENT

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

I, Timothy Baldwin, do hereby consent to serve as  
registered agent for the Corporation, Baldwin Martial Arts,  
Inc. this day of 19th day of April, 1996.

Timothy Baldwin  
Timothy Baldwin

Address of registered agent:

4932 N Pine Island Rd.  
Lauderhill, FL 33351

FILED  
96 MAY -3 PM 5:07  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

P.04/04

MAY-03-1996 15:57