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**Charles E. Geary, P.A.**

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FILED  
JUL 24 PM 1:07  
TALLAHASSEE, FLORIDA

July 22, 1996

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-07/24/96--01047--008  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: PROFESSOR SALVAGGIO'S AMERICAN VADHA KEMPO KARATE INSTITUTE,  
INC.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee. Please file these documents and return them to me in the enclosed self addressed, stamped envelope.

Sincerely,

Charles E. Geary, P.A.

Rebecca D. Geary,  
Secretary to Charles E. Geary  
CEG/rg  
enc.

Corpl/Sta.ltr

Licensed in the State of Florida and in Washington, D.C.

NE 7-26-96

ARTICLES OF INCORPORATION  
OF  
PROFESSOR SALVAGGIO'S AMERICAN VADHA  
KEMPO KARATE INSTITUTE, INC.  
\*\*\*\*\*

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The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: PROFESSOR SALVAGGIO'S AMERICAN VADHA KEMPO KARATE INSTITUTE, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 565 S.W. Maple Terrace, Port St. Lucie, FL 34983. The mailing address of this corporation is 565 S.W. Maple Terrace, Port St. Lucie, FL 34983.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

John J. Salvaggio Sr.  
565 S.W. Maple Terrace  
Port St. Lucie, FL 34983

#### ARTICLE VI. INCORPORATOR

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

John J. Salvaggio, Sr.  
565 S.W. Maple Terrace  
Port St. Lucie FL 34983

#### ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

John J. Salvaggio, Sr.  
565 S.W. Maple Terrace  
Port St. Lucie, FL 34983

#### ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of operation and ownership of a Karate studio and retail sales of Karate equipment.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

#### ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

**ARTICLE XI. INDEMNIFICATION**

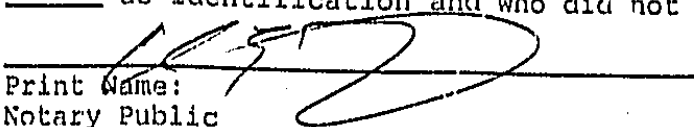
This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 22<sup>nd</sup> day of July, 1996.

  
John J. Salvaggio, Sr.

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22 day of July, 1996 by John J. Salvaggio, Sr., who is personally known to me or who has produced Fla Driver's License as identification and who did not take an oath.

  
Print Name:  
Notary Public



CHARLES E. GEARY  
MY COMMISSION # CC383929 EXPIRES  
June 22, 1996  
BONDED TIRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

That PROFESSOR SALVAGGIO'S AMERICAN VADIA KEMPO KARATE INSTITUTE, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 565 S.W. Maple Terrace, Port St. Lucie, FL 34983, has named John J. Salvaggio, Sr., as its agent to accept service of process within this State.

ACKNOWLEDGMENT

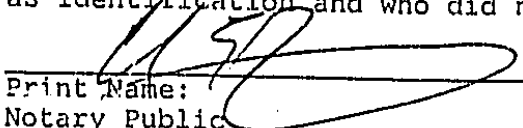
Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: 

John J. Salvaggio, Sr.

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22 day of July, 1996 by John J. Salvaggio, Sr., who is personally known to me or who has produced Fla Drivers License as identification and who did not take an oath.

  
Print Name: \_\_\_\_\_

Notary Public



CHARLES E. GEARY  
MY COMMISSION # CC385929 EXPIRES  
June 12, 1998  
BONDED THROUGH TRAVELERS INSURANCE, INC.

FILED  
96 JUL 24 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA