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TRANSMITTAL LETTER

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

800002015338--5  
-11/26/96--01169--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: MIAMI BEACH MARTIAL ARTS, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:

PETER J. YANOWITCH, ESQ.  
YANOWITCH LAW CENTER  
800 BRICKELL AVENUE

SUITE 650  
Name (Printed)

Address

City, State & Zip

(305) 374-6300

Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 25 PM 1:18

5/12/2

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
MIAMI BEACH MARTIAL ARTS, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation shall be:

**MIAMI BEACH MARTIAL ARTS, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be: 945 Arthur Godfrey Road, Suite 203, Miami Beach, Florida 33140.

**ARTICLE III - PURPOSE**

The specific purpose for which the corporation is organized is to promote Shuri-Goju Ryu Okinawan style karate and martial arts throughout the United States.

**ARTICLE IV - SHARES**

The number of shares of stock that this Corporation is authorized to have outstanding at anyone time is one hundred (100) shares common capital stock.

**ARTICLE V - BOARD OF DIRECTORS, AND MEMBERS**

The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred herein as Directors. The directors will be

elected by a majority vote of the shareholders.

The name and street addresses of the initial board of directors and member of this Corporation is:

Glenn S. Mehlman, President  
945 Arthur Godfrey Road  
Suite 203  
Miami Beach, Florida 33140

#### **ARTICLE VI - BYLAWS**

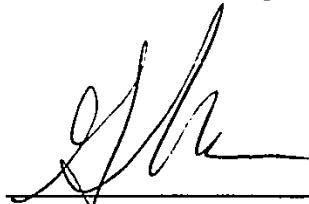
The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

#### **ARTICLE VII - INCORPORATOR**

The names and street addresses of the incorporator to these Articles of Incorporation shall be:

Glenn S. Mehlman  
945 Arthur Godfrey Road  
Suite 203  
Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on these Articles of Incorporation this 9<sup>th</sup> day of October, 1996.

  
\_\_\_\_\_  
Glenn S. Mehlman

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

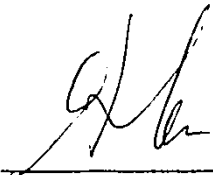
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

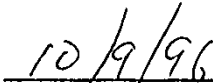
1. The name of the corporation is: MIAMI BEACH MARTIAL ARTS, INC.
2. The name and address of the registered agent and office is:

GLENN S. MEHLMAN  
945 Arthur Godfrey Road  
Suite 203  
Miami Beach, Florida 33140

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

  
\_\_\_\_\_  
Glenn S. Mehlman

  
\_\_\_\_\_  
Date