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AIKIDO OF S.W. FLORIDA, INC
372 PARK LANE DRIVE
NORTH FORT MYERS, FLORIDA
33917

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
409 E. GAINES STREET
TALLAHASSEE, FLORIDA 32301

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****122.50 ****122.50

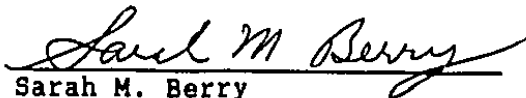
November 18, 1996

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent fee	\$ 35.50
	<hr/>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate you executing and sending to the undersigned a Certificate of Incorporation.


Sarah M. Berry

11-25-96
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 PM 2:18

gf 12/5/96

ARTICLES OF INCORPORATION

OF

AIKIDO OF S. W. FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 PH 2: 18

THE UNDERSIGNED, SARAH M. BERRY, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is: AIKIDO OF S. W. FLORIDA, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata 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 V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 372 Park Lane Drive, North Fort Myers, Florida 33917; and the name of the initial registered agent of this Corporation at that address is: SARAH M. BERRY.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than two (2) or more than seven (7).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
MIKE WILLIAMS	President	17341 Caloosa Trace Circle Fort Myers, Florida 33912
JAVIER SOLIS	Vice President	2346 Winkler Avenue, Apt. A-103 Fort Myers, Florida 33901
JAMES E. DODSON	Secretary	P. O. Box 61093 Fort Myers, Florida 33906
SARAH M. BERRY	Treasurer	372 Park Lane Drive No. Ft. Myers, Florida 33917

ARTICLE X

The name and post office address of the subscriber to the Articles of Incorporation is:

NAME OF SUBSCRIBER

ADDRESS

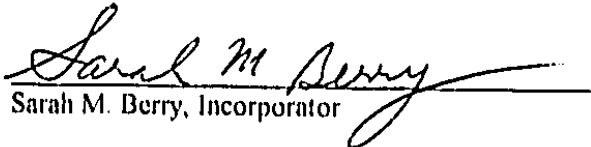
SARAH M. BERRY

372 Park Lane Drive
No. Ft. Myers, Florida 33917

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

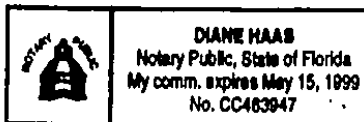
IN WITNESS WHEREOF, the subscriber has hereunto set her hand and seal this 25th day of November, 1996.


Sarah M. Berry, Incorporator

STATE OF FLORIDA

COUNTY OF LEE


THE FOREGOING INSTRUMENT was acknowledged before me this 25th day of November, 1996, by SARAH M. BERRY, () who is personally known to me or (x) who produced Florida Drivers License as identification.
8600-797-46606



(SEAL)

Comm. Exp. Date:

Comm. Number


Notary Public
Diane Haas
Printed Name of Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT AIKIDO OF S. W. FLORIDA, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS IN THE CITY OF NORTH FORT MYERS, COUNTY OF LEE, STATE OF
FLORIDA, HAS NAMED SARAH M. BERRY, LOCATED AT 372 PARK LANE DRIVE,
NORTH FORT MYERS, LEE COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

AIKIDO OF S. W. FLORIDA, INC.

By: Sarah M. Berry
Sarah E. Berry,

Title: Treasurer

Date: 11/18/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 PM 2:18

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Sarah M. Berry
Sarah M. Berry, Resident Agent
11/18/96
Date