

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
96 DEC 12 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL DEC 12 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY Pro _____

WALK-IN
Will Pick Up 12/12/96

RE: United Martial Arts
Academies, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
UNITED MARTIAL ARTS ACADEMIES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: United Martial Arts Academies, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation shall be 11334 Wiles Road, Coral Springs, Florida 33065.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI - PRE-EMPTIVE 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 rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 11334 Wiles Road, Coral Springs, Florida 33065,

and the name of the initial registered agent of this corporation at that address is John S. Andrews, Esq.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have the following officers and directors:

Neil Cauliffe - President and Director
1709 Coral Ridge Drive
Coral Springs, FL 33071

Kai Blackstar - Vice President and Director
3640 Terapin Lane #605
Coral Springs, FL 33067

The number of directors may be either increased (or decreased if increased) from time to time by the By-Laws.

ARTICLE IX - INCORPORATOR

NAME:

ADDRESS:

John S. Andrews Esq.

1501 N.E. Fourth Avenue
Fort Lauderdale, Florida 33304

ARTICLE X - SUB-CHAPTER S AND CHAPTER 1244 PROVISIONS

This corporation and each subscriber hereto shall take whatever action shall be necessary to cause the shares of the corporation issued to qualify as "Section 1244 stock" and, further, this corporation and each subscriber hereto shall take whatever action is necessary to cause the corporation to file an election to become a Subchapter S corporation, as such terms are used and defined in the Internal Revenue Code, as amended.

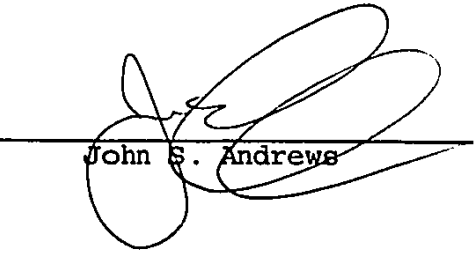
ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

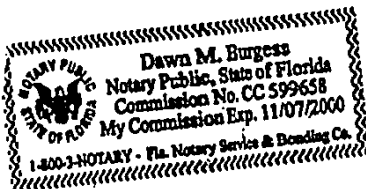
IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation this 10th day of December, 1996.

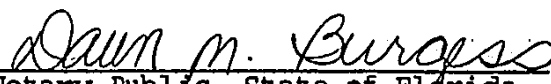
STATE OF FLORIDA)
 : SS
COUNTY OF BROWARD)


John S. Andrews

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared John S. Andrews, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 10th day of December, 1996.




Notary Public, State of Florida

Printed name of notary: Dawn M. Burgess

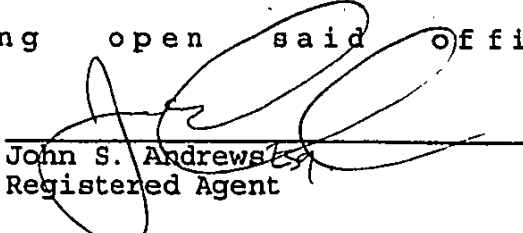
Commission No. CC 599658

My Commission Expires: 11/7/2000

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree

to comply with the provision of the Florida Corporation Act
relative to keeping open said Office.


John S. Andrews
Registered Agent

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