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97 APR 16 AM 10:02

ACCOUNT NO. : 072100000092

REFERENCE : 332525

AUTHORIZATION :

COST LIMIT : \$ 122.50

STATE
DIVISION
81806A

Patricia Pizot

ORDER DATE : April 16, 1997

ORDER TIME : 9:39 AM

ORDER NO. : 332525-005

CUSTOMER NO: 81806A

CUSTOMER: Ms. Janenne R. Harger
DAVID FRIEDMAN, P.A.

200002144652--9

Suite A201
2699 Stirling Road
Ft. Lauderdale, FL 33312

DOMESTIC FILING

NAME: MJP KARATE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 APR 16 AM 10:44
STATE
DIVISION
81806A

97 APR 16 1997

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97 APR 16 AM 10:43
SEAL
TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION
OF
MJP KARATE CORP.

ARTICLE I - NAME

The name of this corporation is MJP KARATE CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.50 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the initial registered office is 1858 Knobb Hill Road, Plantation, FL 33322 and the name of the initial registered agent of this corporation at that address is WILLIAM POWELL.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting of the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES MARCELLINO	1858 Nobb Hill Road Plantation, FL 33322
WILLIAM POWELL	1858 Nobb Hill Road Plantation, FL 33322
BRUCE BOROS	1858 Nobb Hill Road Plantation, FL 33322

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES MARCELLINO	1858 Nobb Hill Road Plantation, FL 33322

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the share holders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed

these Articles of Incorporation this day of April, 1997.

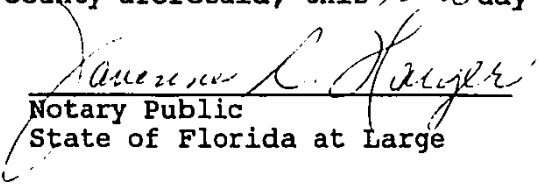

Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES MARCELLINO, who is personally known to me and/or presented as identification and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10th day of April, 1997.


Notary Public
State of Florida at Large

My commission expires:



JANENNE R HARGER
MY COMMISSION # CC420964 EXPIRES
NOVEMBER 15, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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 MJP KARATE CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF PLANTATION, STATE OF FLORIDA, HAS NAMED WILLIAM POWELL, LOCATED AT 1858 NOBB HILL ROAD, OF CITY OF PLANTATION, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE William Powell
TITLE RESIDENT
DATE 4/8/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF 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 PERFORMANCE OF MY DUTIES.

SIGNATURE William Powell
Resident Agent
DATE 4/8/97

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