

P 97000054576

BRAZILIAN JIU-JITSU CENTER  
P O BOX 691651  
ORLANDO FL 32869

City/State/Zip

Phone #

800002147628--0

-04/18/97--01044--018

Office Use Only \*\*\*\*122.50 \*\*\*\*122.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 JUN 16 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Conflict \* 996-21434  
W97-9201



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 21, 1997

*Academy*  
BRAZILIAN JIU-JITSU CENTER  
P.O. BOX 691651  
ORLANDO, FL 32869

SUBJECT: BRAZILIAN JIU-JITSU CENTER, INC.  
Ref. Number: W97000009201

We have received your document for BRAZILIAN JIU-JITSU CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight

Letter Number: 697A00020405

ARTICLES OF INCORPORATION  
OF Academy/C.A.L.  
BRAZILIAN JIU-JITSU CENTER, INC.

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is: Academy/C.A.L.  
BRAZILIAN JIU-JITSU CENTER, INC.

ARTICLE II

PURPOSE

The general nature of the business to transacted by this corporation shall be:

- A) To engage in any activities or business permitted under the laws of The United States and Florida.
- B) To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired, or acquired.

C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants, and any and all structures and erections which may at any time necessary, useful, or advantageous in the judgement of the Board of Directors, for the purpose of the Corporations, and which can lawfully be done.

D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge, or otherwise encumber the lands, buildings, real property, chattels, real, and other property of the corporation, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things to or proper in connection with the carrying on of the business of the corporation.

G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and issue in exchange therefore its own, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will rights, assets or liabilities of any person, firm, association of corporation carrying on any kind the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To all such acts and things as are incident or conducive to the premises.

J) This Corporation shall have the power conduct its business in all its branches in the State of Florida, or in any other States or territories of the United States, or in the District of Columbia and the dependencies of the United States of in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects of objects for which the corporation is formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any act or activity for which corporation may be organized under the General Corporation Act of the State of Florida.

### ARTICLE III

#### DURATION

This Corporation shall have perpetual existence.

### ARTICLE IV

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 11500 W. Wood Blvd., Orlando, Florida 32821 and the name of the initial registered agent of this corporation at that address is Marcio Simas.

**ARTICLE VI**

**BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The Name and address of the initial directors are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Marcio Simas Director	11500 W. Wood Blvd. Orlando, FL 32821	500 Shares
Srgio Luiz Da Penha Director	11500 W. Wood Blvd. Orlando, FL 32821	500 Shares

**ARTICLE VII**

**OFFICERS**

The Corporation shall have a President, and may also have one or more additional Vice Presidents, Assistant Secretaries, and Assistant Treasures, and such other officers and agents as may be deemed necessary. All other officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may prescribed by the By-Laws. The same person may hold two or more offices.

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the persons signing these articles are:

Marcio Simas - 1809-3 East Colonial Drive, Orlando, FL 32803

Sergio Luiz Da Penha - 1809-3 East Colonial Drive, Orlando, FL  
32821

**ARTICLE IX**

**AMENDMENTS**


The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

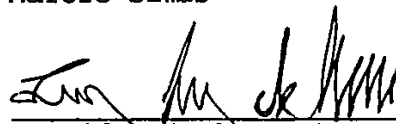
**ARTICLE X**

**PRINCIPAL OFFICE**

At present, the principal office of the corporation is:  
1809-3 East Colonial Drive - Orlando, Florida 32803.

INWITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of DECEMBER, 1996.

  
\_\_\_\_\_  
Marcio Simas

  
\_\_\_\_\_  
Sergio Luiz Da Penha

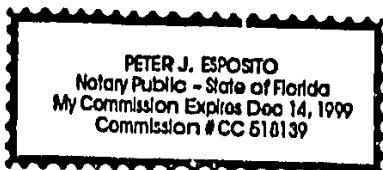
STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, a Notary Public duly authorized to take acknowledgements in the state and county set forth above, personally appeared MARCIO SIMAS and SERGIO LUIZ DA PENHA, 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.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 10<sup>th</sup> days of DECEMBER, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE AND MANAGING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

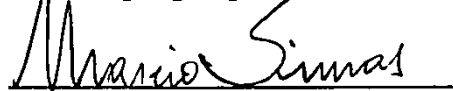
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In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

First that : Brazilian Jiu-Jitsu Center <sup>Academy/C.A.W</sup> ~~Center~~ Inc., desiring to  
organize under the laws of the State of Florida, with its principal  
office as indicated in the Articles of Incorporation at the County  
of ORANGE, State of Florida, has named Marcio Simas located at  
11500 W. Wood Blvd., Orlando, FL 32821, as its Registered  
Agent to accept service or process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Marcio Simas  
Registered Agent

FILED  
97 JUN 16 PM 1:34  
CLERK OF STATE  
TALLAHASSEE, FLORIDA