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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001  
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839 FAX #: (305)716-0346  
NAME: D & Y INTERNATIONAL ENTERPRISES, INC.  
AUDIT NUMBER.....H97000011677  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF**  
**D & Y International Enterprises, Inc.**

The undersigned subscriber to the Articles of Incorporation, hereby forms a Corporation under the Laws of the State of Florida.

**ARTICLE I**

The name of the corporation is: D & Y International Enterprises, Inc. The corporate mailing address is: 1103 NW 180 Avenue, Pembroke Pines FL 33029.

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The general purpose of the corporation is the operation of a Martial Arts Institute, and any other lawful business. It shall have every corporate power granted by the Florida legislature.

**ARTICLE IV**

The aggregate number of authorized shares is: Two hundred (200) shares of \$1.00 par value common stock.

David V. Young  
Oliva & Young Accounting Services Inc.  
14 N.E. 1st Avenue, Suite 1005  
Miami, Florida 33132  
(305) 331 - 8839

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**ARTICLE V**

The address of the initial registered office of the corporation is: 1103 NW 180 Avenue, Pembroke Pines FL 33029 and the name of the initial registered agent is William Beltran.

**ARTICLE VI**

The number of directors constituting the initial board of directors of the corporation is two (2). The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than two.

The names and addresses of the initial directors are:

<b>NAME</b>	<b>ADDRESS</b>
William Beltran, President	1103 NW 180 Avenue Pembroke Pines, FL 33029
Ann E. Oliva-Young, Secretary	1103 NW 180 Avenue Pembroke Pines, FL 33029

**ARTICLE VII**

The name and address of the person signing these articles is:

David V. Young	Oliva & Young Accounting Services Inc. 14 N.E. 1st Ave., Suite 1005 Miami, Florida 33132
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David V. Young  
Oliva & Young Accounting Services Inc.  
14 N.E. 1st Avenue, Suite 1005  
Miami, Florida 33132  
(305) 331 - 8830

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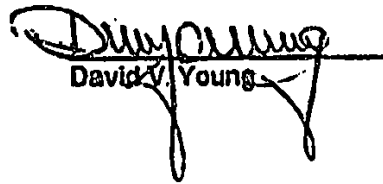
**ARTICLE VIII**

This corporation reserves the right to amend, alter or repeal any provisions contained herein in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights confer upon the shareholders are subject to this reservation.

**ARTICLE IX**

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and un-issued Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16<sup>th</sup> day of July, 1997.

  
David V. Young


David V. Young  
Olva & Young Accounting Services Inc.  
14 N.E. 1st Avenue, Suite 1005  
Miami, Florida 33132  
(305) 301 - 6830

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STATE OF FLORIDA )  
 ) ss:  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, authorized to take  
acknowledgments in the State and County aforesaid, personally appeared  
David V. Young, personally known to me or who has produced *Florida Driver's License # 178-SV-285*  
identification, and known by me to be the person who executed the foregoing  
Articles of Incorporation, and he acknowledged before me that he executed  
these Articles of Incorporation for the purposes therein expressed, and who did  
not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal, in the State and County aforesaid, this 16<sup>th</sup> day of July, 1997.

*Johann L. Bloom*  
Notary Public, State of Florida  
 JOHANN L. BLOOM  
MY COMMISSION #00466447  
EXPIRES: Jan 13, 1999  
Succeeded Thru  
General Inv. Under  
Printed or Stamped Commission Name

David V. Young  
Olha & Young Accounting Services Inc.  
14 N.E. 1st Avenue, Suite 100G  
Miami, Florida 33132  
(305) 381 - 8030

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**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

That D & Y international Enterprises, Inc. desiring to organize under the  
laws of the State of Florida with its principal office as indicated in the Articles of  
Incorporation, at City of Pembroke Pines, County of Broward, State of Florida  
has named William Beltran, located at 1103 NW 180 Avenue, Pembroke Pines  
Florida 33029, County of Broward, State of Florida, as its agent to accept  
service of process within this State.

**ACKNOWLEDGMENT:**

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.

By:   
William Beltran

David V. Young  
Oliva & Young Accounting Services Inc.  
14 N.E. 1st Avenue, Suite. 1006  
Miami, FL 33132  
(305) 351-8639

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