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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

<i>ARTICL</i>	.E I	NAME

The name of the corporation shall be:

Budokan, Inc.

AKTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

234 1/2 A. East Davis Blvd. Tampa, FL 33606

ARTICLE III **SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 (ten thousand)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Eric Kelley 1819 Hills Avenue #2B Tampa, FL 33606-3233

ARTICLE V **INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

Robert N. Garcia 9903 Santa Monica Blvd. #227 Beverly Hills, CA 90212

7/28/97

STATEMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature/Registered Agent

9/28/97

Date