

P97000086966

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

200002312212--8
-10/06/97--01054--013
****122.50 ****122.50

SUBJECT: Japan Karate Federation Goju Kai Florida, Inc.
(Proposed Corporation name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

| | \$70.00 | | \$78.75 |XX| \$122.50 | | \$131.25

From: Septimio Venero
Name (Printed or Typed)
5791 W 20 Court
Address
Hialeah, Florida 33016
City, State & Zip Code
Phone: 305
Daytime telephone number

FILED
97 OCT -6 PM 2:01
TALLAHASSEE, FLORIDA

Handwritten signature and date: 10/7/97

N O T E: Please provide the original and one copy of the articles.

97 OCT -6 PM 2:01
FILED
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Japan Karate Federation Goju Kai Florida, Inc.

The Undersigned incorporators hereby form this following corporation under the laws of The State of Florida.

ARTICLE I
NAME

The name of this corporation is: Japan Karate Federation Goju Kai Florida, Inc.

ARTICLE II
PURPOSE

The corporation is organized to engage in all business permitted under the laws of The State of Florida.

ARTICLE III
NUMBER OF SHARES

The maximum number of shares of stock, which this Corporation is authorized to issue is One Hundred (100) shares of One Dollar (\$1.00) par value, Common Stock. Said shares of stocks may be issued only for the consideration having fair value as may be determined by the Board of Directors.

ARTICLE IV
TERM OF EXISTENCE

This Corporation is to exist perpetually from the date these articles are filed with the Department of State, subject to the laws of The State of Florida.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered Agent and street address of the initial Registered Office of the Corporation shall be:

Mr. Septimio Venero

5791 W 20th Court

Hialeah, Florida 33016

ARTICLE VI
DIRECTORS

This Corporation shall have two (3) Directors, initially. The number of Directors, may be changed from time to time in accordance with the By-laws adopted by the Directors, but the number shall never be less than Two (2). The name and street address of the initial Directors of the Corporation are:

Mr. Septimio Venero 5791 W 20 Ct, Hialeah, Florida 33016
Mrs. Felicidad R Venero 5791 W 20 Ct, Hialeah, Florida 33016
Mr. Gilbert S Venero 5791 W 20 Ct, Hialeah, Florida 33016

ARTICLE VII
INCORPORATOR

The name and street address of the Incorporator is:

Mr. Septimio Venero 5791 W 20 Ct, Hialeah, Florida 33016

ARTICLE VIII
PRE-EMPTIVE RIGHTS

Every Shareholders upon the sale for cash of any new stock of this Corporation of any same kind, class or series, as which he/she already holds, shall have the right to purchase his/her prorate share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX
CUMULATIVE VOTING

At each election for Director, cumulative voting by shareholder as set forth in Florida Statutes, chapter 607.097 (4) shall be allowed.

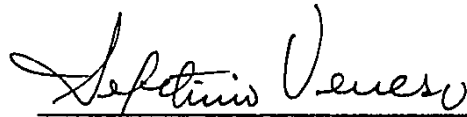
ARTICLE X
OWNERS/OFFICERS OF CORPORATION, AND SHARES OWNED

The Owners/Officers of the Corporation are as follow:

PRESIDENT: Septimio Venero	51	Shares
SECRETARY/TREASURER: Felicidad R Venero	20	Shares
VICE PRESIDENT: Gilbert S Venero	19	Shares

Acceptance by Registered Agent:

Having been named to accept service of process for the above name corporation, at the place designated in these Article of Incorporation, I hereby accept this appointment and agree to comply with the provisions of Chapter 648.091, Florida Statutes, relative to keeping open said office.



Septimio Venero, Registered Agent

FILED
97 OCT -6 PM 2:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE XI
PRINCIPAL OFFICE

The principal office of Japan Karate Federation Goju Kai Florida, Inc. is located at:

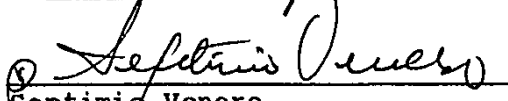
5791 W 20 Ct. Hialeah, Florida 33016

ARTICLE XII
AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at the Stockholders' meeting by at least a majority of the stocks entitled to vote; unless all of the Directors and the majority of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set his/her hand and seal this 30 day of September, 1997.


Gilbert Venero


Septimio Venero

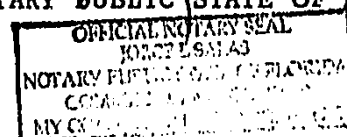

Felicidad R Venero

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared SEPTIMIO VENERO and GILBERT VENERO and Felicidad Venero, who are personally known to me or produced _____, as identification and are to me known to be persons described in and who executed the foregoing instrument, and acknowledged before me that he/she executed the same.

WITNESS my hand and official seal in the county and State last aforesaid this 30 day of September, 1997.


NOTARY PUBLIC STATE OF FLORIDA



My commission expires:

8/15/89