

PHILIP KREUTZER, CPA, PA

CERTIFIED PUBLIC ACCOUNTANT

13554 BRISTLECONE CIRCLE
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PHILIP KREUTZER, CPA, MBA

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Ms. Sandra Mortham
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

November 6, 1997

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-11/10/97--01080--012
****122.50 ****122.50

Dear Ms. Mortham;

Enclosed please find a check for \$122.50 to cover the various fees and appropriate taxes for incorporating under the name After-School Karate, Inc.

Respectfully yours,

Philip Kreutzer

Philip Kreutzer, CPA
13554 Bristlecone Circle
Orlando, FL 32828

FILED
97 NOV 10 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-6-97

QN 11-13-97

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

After-School Karate, Inc.

The undersigned incorporators make, subscribe, acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation is After-School Karate, Inc. with a principal office and mailing address of : 10153 University Blvd., Orlando, FL 32817.

ARTICLE II: TERMS OF EXISTENCE

This Corporation shall commence as of November 6, 1997 and shall have perpetual existence.

ARTICLE III: NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: CAPITAL STRUCTURE

The total number of shares of capital stock authorized to be issued by the Corporation will be one thousand (1,000) shares of common stock of the same class, having a par value of no par per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 10153 University Blvd. , Orlando, FL 32817; and the name of the initial registered agent of this Corporation at that address is Frank Silverman. The Board of Directors may, from time to time, move the principal office to any other address.

EFFECTIVE DATE

11-6-97

ARTICLE VI: BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the Laws of the State of Florida, shall hold office until the first annual meeting of the Shareholders or until their successors are elected and qualifies, or until their resignation, removal from office, or death are:

Frank Silverman
10404 Cresto Del Sol Circle
Orlando, FL 32817

ARTICLE VIII: INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are:

Frank Silverman
10404 Cresto Del Sol Circle
Orlando, FL 32817

ARTICLE IX: BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors or the Shareholders.


ARTICLE X: INDEMNIFICATION

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

ARTICLE XI: AMENDMENT

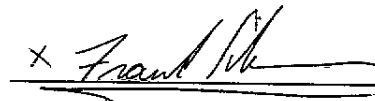
The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, any right conferred upon the Shareholders are subject to this resolution.

IN WITNESS WHEREOF, the Incorporators have executed these Articles this 6th day of November, 1997.



Frank Silverman

Having been named to act as Registered Agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

X 

Frank Silverman
Registered Agent
After-School Karate, Inc.
November 6, 1997

FILED
97 NOV 10 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-6-97