

P98000005253

LAW OFFICES

RITA BENZ

7614 Creston Barrow Road
Baker, Florida 32531-7404
tel.: 904/652-2050

Dec. 7, 1997

Department of State
Division of Corporations
Tallahassee, FL 32314
P.O. Box 6327

600002402936--9
-01/16/98--01058--004
****122.50 ****122.50

RE: Incorporation of new entity
A TIGERS KUNG FU & TAI CHI ACADEMY INC.

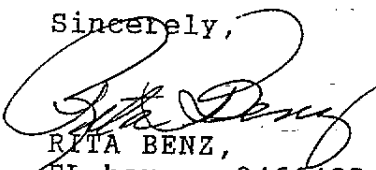
Dear Sir/Madam:

Enclosed are the original and one copy of the
Articles of Incorporation for the above named Florida
corporation.

Also enclosed is a check in the amount of \$ ^{122.50}
(representing the fee for incorporating), a certified copy
the certificate for registered agent, as well as a sealed
addressed stamped envelope for the return of the documents.

Thank you for your assistance in this matter.

Sincerely,


RITA BENZ,
FL. bar no. 0466425

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 16 PM 2:56

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATIO

We, the undersigned natural persons, of the age of twenty-one years or more, acting as incorporators of a corporation, under the Florida Business Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

A TIGERS KUNG FU & TAI CHI ACADEMY INC.

ARTICLE II - DURATION

The period of it's duration is perpetual existence pursuant to the laws of the state of Florida.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are:

To engage in any and all business activities or business enterprises permitted under the laws of the United States and the State of Florida, to purchase, sell or hold any and all property, both real and personal, and to engage in any lawful business activity, both foreign and domestic.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock at a par value of \$1.00 per share fully paid and non-assessable.

The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish.

Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that such shareholder intends to accumulate his vote at said election.

ARTICLE IX - AMENDMENT

The 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 a Stockholder's meeting by a two-thirds (2/3) vote of those Stockholders allowed to vote.

ARTICLE X - INCORPORATOR

The Incorporator of the Corporation is Anthony Petruzzi, and he has agreed to accept the responsibilities that come with this role.

He further swears that he has executed this document for the purposes herein contained.

Appeared Anthony Petruzzi, known to me to be the person whose name is subscribed to the within these Articles of Incorporation, and he acknowledged to me that he executed the same for the purposes therein contained.

WITNESS my hand and official seal this 9th day of January, 1997. 8

my commission expires: 02-19-00

Brenda A Odom



ACCEPTANCE OF REGISTERED AGENT

FILED
98 JAN 16 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Florida Statutes Section 48.091 the following is submitted:

FIRST - That A Tigers Kung Fu & Tai Chi Academy Inc. desiring to organize or qualify under the laws of the State of Florida, with it's principle place of business, as indicated in the Articles of Incorporation at the City of Crestview, State of Florida, has named, Anthony Petruzzi, located at 1035 S. Ferdon Blvd. City of Crestview, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE



TITLE

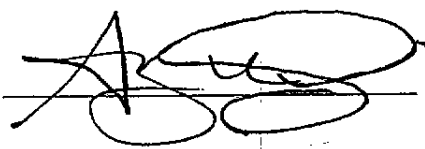
PRESIDENT/OWNER

DATE

7 JAN 98

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

SIGNATURE



DATE

7 JAN 98