

**MICHAEL WM MEAD**

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January 15, 1998

**P98000006698**

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: FISTFIGHTERS, INC.

300002405293--5  
-01/20/98--01115--010  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

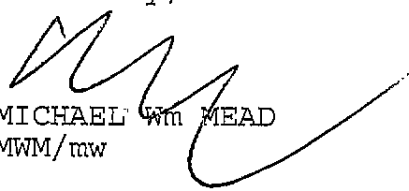
Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$122.50 which represents the following:

Filing fee	\$ 35.00
Certified copies	52.50
Registered agent	35.00

Thank you for your assistance and cooperation in this matter.

Sincerely,

  
MICHAEL Wm MEAD  
MWM/mw

Enclosures: as stated

(corp\fistfigh.ltr\#6510)

FILED  
98 JAN 20 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QW-22-98

ARTICLES OF INCORPORATION  
OF  
FISTFIGHTERS, INC.

FILED  
98 JAN 20 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation is:

FISTFIGHTERS, INC.

ARTICLE II.

Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.

Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.

Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is THREE HUNDRED (300) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V.

Address

The principal place of business of this corporation shall be 1120 Santa Rosa Boulevard, Fort Walton Beach, Florida

32548, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.  
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII.  
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.  
Officers

The names and addresses of the President, Vice President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
AL P. QUALLS, JR.	1120 Santa Rosa Boulevard Fort Walton Beach Florida 32548	President

<u>Name</u>	<u>Address</u>	<u>Office</u>
ROGER A. GRACE	28 N.W. Racetrack Road Fort Walton Beach Florida 32547	Vice-President
GEORGE L. ADAMS, JR.	5540 Lilac Avenue Milton, Florida 32570	Secretary/ Treasurer

ARTICLE IX.  
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
AL P. QUALLS, JR.	1120 Santa Rosa Boulevard Fort Walton Beach Florida 32548	100
ROGER A. GRACE	28 N.W. Racetrack Road Fort Walton Beach Florida 32547	100
GEORGE L. ADAMS, JR.	5540 Lilac Avenue Milton, Florida 32570	100

ARTICLE X.  
Registered Agent

The Registered Agent of the corporation shall be: AL P. QUALLS/<sup>JR.</sup> and the street address of the office, place of business or location for the service of process within this State shall be: 1120 Santa Rosa Boulevard, Fort Walton Beach, Florida 32548.

ARTICLE XI.  
Incorporator

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

AL P. QUALLS, JR.	1120 Santa Rosa Boulevard Fort Walton Beach Florida 32548
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ROGER A. GRACE                      28 N.W. Racetrack Road                      100  
Fort Walton Beach  
Florida 32547

GEORGE L. ADAMS, JR.                      5540 Lilac Avenue                      100  
Milton, Florida 32570

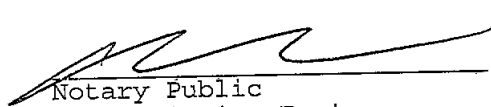
IN WITNESS WHEREOF, the undersigned have hereunto  
executed these presents this 15th day of January, 1998.

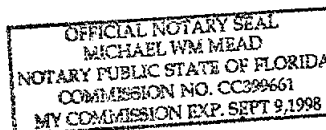
  
AL P. QUALLS, JR.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by AL P. QUALLS, JR.  
this 15th day of January, 1998,

XX who is personally known to me, or  
who has produced \_\_\_\_\_  
as identification.

  
Notary Public  
My Commission Expires:



STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED  
98 JAN 20 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

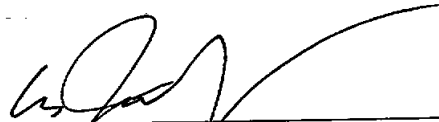
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: FISTFIGHTERS, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1120 Santa Rosa Boulevard, Fort Walton Beach, Florida 32548, has named AL P. QUALLS located at 1120 Santa Rosa Boulevard, Fort Walton Beach, Okaloosa County, Florida 32548, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
AL P. QUALLS, JR.