

(Cathy Johnston)

McConduch, John
Requester's Name

101 N. Monroe St. Ste. 400
Address

Tallahassee, FL 32301 222-8121
City/State/Zip Phone #

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Fight Smart Boxing Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIGHT-SMART BOXING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is FIGHT-SMART BOXING, INC. at 2760 Galleon Place, Sarasota, Florida 34235.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act specifically to instruct persons in the fine art of boxing.

ARTICLE IV

Stock

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of ten dollars (\$10.00).

ARTICLE V

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 2760 Galleon Place, Sarasota, FL 34235, and the name of its initial registered agent at such address is Matthew R. Guerra.

ARTICLE VI

Directors

The initial Board of Directors of the corporation shall consist of one director. The name and address of the person who is to serve as a member of the initial Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Matthew R. Guerra	2760 Galleon Place Sarasota, Florida 34235

ARTICLE VII

Director's Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any Director of this corporation is a party to or interested in such contracts, acts or transactions, or any way connected with such person, persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm,

association or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Matthew R. Guerra	2760 Galleon Place Sarasota, Florida 34235

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 23 day of January, 1998.


MATTHEW R. GUERRA

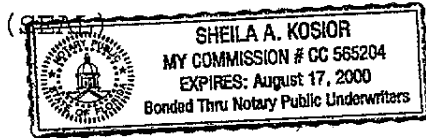
STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared MATTHEW R. GUERRA, who is personally known to me or who produced _____ as identification and who acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

23 day of January, 1998.



Sheila A. Kosior
NOTARY PUBLIC
My Commission Expires: 8/17/2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FIGHT-SMART BOXING, INC.
2. The name and address of the registered agent and office is:

Matthew R. Guerra
2760 Galleon Place
Sarasota, Florida 34235

SIGNATURE Matthew R. Guerra

TITLE Director

DATE 1/23/98

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 Matthew R. Luena

DATE 1/23/98

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