

P9800000 9148

TRANSMITTAL LETTER

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

SUBJECT: The School of Aiki Jutsu, Inc.

500002412885--7
-01/27/98--01036--004
*****78.75 *****78.75

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

\$70.00	<u>X</u> \$78.75	<u> </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certificate Copy	Filing Fee, Certified Copy & Certificate

FROM: David A. Brener
23123 STATE ROAD 7
SUITE 300-D
Boca Raton, Fl. 33428

Encls.
wp:incorp16

FILED
98 JAN 27 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-29-98

FILED
98 JAN 27 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARTICLE I

The name of the corporation is The School of Aiki Jutsu, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE

The purpose of the corporation is to engage in all legal business.

CAPITAL STOCK IV

This corporation is authorized to issue 100 at 1.00 par value common stock.

ARTICLE V

RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI

PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 23123 State Road 7, Suite 300-D, Boca Raton, Fl. 33428.

The name of the initial agent of this corporation at that address is: David A. Brener.

The principal office and mailing address of this corporation is:
23123 State Road 7
Boca Raton, Florida 33428

ARTICLE VIII

SHAREHOLDERS QUORUM AND VOTING

This corporation shall have (1) director initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws, but shall never be less than one. The names addresses of the initial director(s) is/are: David A. Brener, 23123 State Road 7, Boca Raton, Florida 33428.

ARTICLE IX **INCORPORATOR**

The names and addresses of the person(s) signing these Articles is/are: David A. Brener 23123 State Road 7, Boca Raton, Florida 33428.

ARTICLE X

BY LAWS

The power to adopt, alter amend and repeal by-laws shall be vested in the Board of Directors and the shareholders.

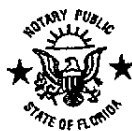
ARTICLE XI

RESTRICTIONS ON THE TRANSFER OF STOCK

Share of capital stock of this corporation shall be issued initially to the following person(s) in the amount set opposite his/her name(s). David A. Brener : 100 shares.

BEFORE ME, an officer duly authorized in the State aforesaid and the County
aforesaid, to take acknowledgments, personally appeared David A. Brenner
_____ to me known to be the person(s) described in and who executed
the same for the purposed therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on
this day of 22nd Jan. 1998.



TRACY P SANTANA
My Commission CC418141
Expires Nov. 02, 1998
Bonded by ANB
800-852-5878

Tracy P. Santana
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: Nov. 2, 98

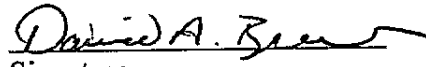
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

The name of the corporation is The School of Aiki Jutsu, Inc.

The name and address of the registered agent and office is David A. Brener,
23123 State Road 7, Ste. 300-D, Boca Raton, Florida 33428.

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

1-22-98
Date

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98 JAN 27 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA