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February 11, 1998

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Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

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****127.00 ****127.00

RE: A+ KARATE, INC.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for A+ Karate, Inc. along with a self-addressed stamped envelope for the return of the certified copy of the Articles to our office. Also enclosed is our check in the amount of \$127.00 to cover the cost of filing and the cost of the certified copy.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


MONROE D. KIAR

MDK/gmv
enclosures

FILED
98 FEB 17 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QW 2-18-98

ARTICLES OF INCORPORATION

OF

A+ KARATE, INC.

A FLORIDA CORPORATION

FILED
98 FEB 17 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of the corporation is: **A+ KARATE, INC.**

ARTICLE TWO. DURATION

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE THREE. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR. STATED CAPITAL

The corporation is authorized to issue 5,000 shares of common stock, all at one class, at ONE DOLLAR (\$1.00) par value.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually

performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE FIVE. BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have three (3) directors initially.

The names and street addresses of the initial directors who shall hold office until the successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

<u>Name</u>	<u>Address</u>
MICHAEL PALEVO	6453 Orange Drive Davie, Florida 33314
YOSHIFUMI OYAMADA	101 North Ocean Drive Hollywood, Florida 33019
WILLIAM EDINBURGH-CANTY	2257 NW 160th Terrace Pembroke Pines, Florida 33028

ARTICLE SIX. INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE SEVEN. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend, or repeal any Bylaws adopted by the shareholders if the shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE EIGHT. AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or any special meeting of the stockholders called for that purpose.

ARTICLE NINE. INCORPORATORS

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

<u>Name</u>	<u>Address</u>
MICHAEL PALEVO	6453 Orange Drive Davie, Florida 33314

ARTICLE TEN. OFFICERS

The Officers of the corporation shall be a president, vice president, secretary, and treasurer and such other officers as may be provided in the Bylaws.

The names and addresses of the persons who are to serve as officers of the corporation at the time of this filing are:

PRESIDENT	MICHEAL PALEVO 6453 Orange Drive Davie, Florida 33314
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VICE PRESIDENT

YOSHIFUMI OYAMADA
101 North Ocean Drive
Hollywood, Florida 33019

SECRETARY

MICHAEL PALEVO
6453 Orange Drive
Davie, Florida 33314

TREASURER

WILLIAM EDINBURGH-CANTY
2257 NW 160th Terrace
Pembroke Pines, Florida 33028

The directors of the corporation are the representatives named in Article Five.

ARTICLE ELEVEN. DISSOLUTION

In the event of dissolution, the residual assets of corporation will be turned over to the shareholders in proportion to the number of shares held on the date of dissolution.

ARTICLE TWELVE. DESIGNATION OF REGISTERED

AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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, principal address and mailing address is:

A+ KARATE, INC.
4643 Hollywood Boulevard
Hollywood, Florida 33021

2. The name and address of the registered agent and office :
(The mailing address shall be the same as the registered agent address.)

WILLIAM EDINBURGH-CANTY
2257 NW 160th Terrace
Pembroke Pines, Florida 33028

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE William D. Edmundo R. Canch
(Registered Agent)

DATE: 2/12/98

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 13th day of Feb., 1998.

Signature of Incorporators

Michael Palevo
MICHAEL PALEVO

STATE OF FLORIDA
COUNTY OF BROWARD

FILED
98 FEB 17 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHAEL PALEVO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of February, 1998.

Gail M. Vaughn
Notary Public, State of Florida,
at Large.

My Commission Expires:

GAIL M. VAUGHN

