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March 11, 1998

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Florida Secretary of State Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of New S-Corporation

Dear To Whom It May Concern:

Enclosed herewith the Articles of Incorporation of North Wind Karate, Inc., and a check made payable to the Florida Secretary of State in the amount of \$122.50, reflecting the filing fee. Please file these Articles and return a certified copy thereof as soon as possible.

Thank you for your attention to this matter.

Very truly yours,

Keith Manzi

KM/blc
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 10:20

62720-1

03-16-98

ARTICLES OF INCORPORATION

OF

NORTH WIND KARATE, INC.

ARTICLE I - NAME

The name of this corporation is NORTH WIND KARATE, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office shall be 5720 Old Cheney Hwy., Orlando, Florida 32807 and the mailing address of the corporation shall be P.O. Box 5713, Winter Park, Florida 32792.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of ONE AND NO/100 DOLLAR (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5720 Old Cheney Hwy., Orlando, Florida 32807, and the name of the initial registered agent of this corporation at that address is Richard C. Kelley, Jr.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have **one (1)** director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial director is as follows:

Jerry J. Henkins

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 10:20

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Jerry J. Henkins

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of March, 1998.

Jerry J. Henkins
Jerry J. Henkins, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of March, 1998, by Jerry J. Henkins, who is personally known to me or who has produced _____ as identification and who did (not) take an oath.



KEITH MANZI
NOTARY PUBLIC
COMMISSION # CC424475 EXPIRES
December 5, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Keith Manzi
Notary Public
Name: _____
Serial No.: _____
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of North Wind Karate, Inc.

Richard C. Kelley, Jr.
Richard C. Kelley, Jr.

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of North Wind Karate, Inc.

Jerry J. Henkins
Jerry J. Henkins

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 3 AM 10:20