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LAW OFFICE OF RANDALL V. SHANAFELT

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May 12, 1998

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*****78.75 *****78.75

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

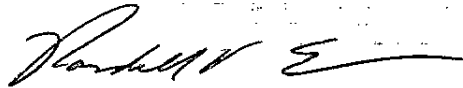
Re: Filing Articles of Incorporation: Dorris Combative Arts Academy Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for Dorris Combative Arts Academy Inc. The articles have been signed and notarized. You will note that a Registered Agent has been appointed and is listed in Article VI, Page 2 and Page 6 of the enclosed Articles of Incorporation. A check in the amount of \$78.75 accompanies these Articles. The additional \$8.75 has been added to the normal filing fee of \$70.00 so that we may receive a Certificate of Incorporation from the Division. A copy of the Articles is also enclosed. I would ask that these Articles be filed as soon as possible and that all appropriate paperwork regarding the filing of these articles be forwarded to Mr. Bob Dorris at 1675 Starkey Road, H-1, Largo, FL 33771.

Thank you for your assistance in this matter and if you have any questions do not hesitate to contact this office.

Sincerely,



Randall V. Shanafelt, Esq.

RVS/ss
Enclosure

Dorris.doc

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ARTICLES OF INCORPORATION
OF
DORRIS COMBATIVE ARTS ACADEMY INC.

The undersigned, being of legal age, does hereby form the following corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I

NAME

The name of the Corporation shall be:

DORRIS COMBATIVE ARTS ACADEMY INC.

The address of this Corporation shall be:

1675 Starkey Road, H-1, Largo, FL 33771

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be as follows:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 1,000 shares of common stock of the par value of \$1.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right

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to purchase his prorata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1675 Starkey Road, H-1, Largo, FL 33771, and the same of the registered agent of this corporation at that address is Robert Dorris.

ARTICLE VII

DIRECTORS AND OFFICERS

A. The business of this Corporation shall be concluded and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than five (5) members. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-laws of the Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be provided for in the By-laws of the Corporation.

C. A Director may be removed at any annual or special meeting of Stockholders only upon there being present a sufficient number of Stockholders to constitute the ownership of a majority of the stock of the Corporation.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation, or until their successors are elected or appointed and have qualified, are as follows:

Robert Dorris
1675 Starkey Road, H-1,
Largo, FL 33771

ARTICLE IX

INCORPORATOR

The name and street address of the Incorporation to the Articles of Incorporation is as follows:

Robert Dorris
1675 Starkey Road, H-1,
Largo, FL 33771

ARTICLE X

INTER-COMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and not act of shall be effected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniary or otherwise interested in, or are Directors or Officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the Corporation, provided that the fact he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be take; and any Director of the Corporation who is also a Director or Officer of such other corporation or who is so interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote to authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE XI

STOCKHOLDERS' AGREEMENTS

The Corporation and its common Stockholders, or the Stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily, or both, the option of the first refusal or mandatory purchase in the event any Stockholder desires to transfer, assign, encumber or pledge, his/her stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any Stockholder or upon the death or legal incompetence of any Stockholder. Nothing contained in these Articles of Incorporation or By-laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS

A. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgement in its favor by reason of his being or having been a Director or any officer of the Corporation, or a Director or officer of any other corporation which he served as at the request of the Corporation, against reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation.

B. The Corporation shall indemnify any Director made a party to any action, suit or proceeding than one by or in the right of the Corporation to procure a judgement in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an officer of the Corporation which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, or upon a plea of nolo contendere shall not in itself create a presumption that such action was in the best interest of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

ARTICLE XIII

DIRECTORS' LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under provisions or in the manner authorized by the Articles of Incorporation or By-laws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as a Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All cost and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being

rendered against the Director, the Corporation shall indemnify and save him harmless.

ARTICLE XVI

REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as a Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

ARTICLE XV

DIVIDENDS

A Director shall not be liable for dividends illegally declared, distributions illegally made to stockholders, or any other action taken by reliance in good faith upon the financial statement of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement reviewed by a Certified Public Accountant to fairly reflect the financial condition of the Corporation; nor shall he be liable if, in determining the amount available for dividends or distribution, he considers the assets to be of their book values.

ARTICLE XVI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XVII

CONSENT WITHOUT MEETING

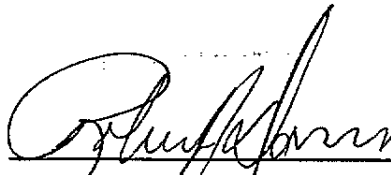
Any action that may be taken at a meeting of the Shareholders of this Corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the Shareholders of the Corporation entitled to vote on the action and shall be filed by the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a Shareholder's meeting. If all of the Directors, severally or collectively, likewise, consent in writing or writings evidencing their consent are filed with the Secretary

of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board.

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

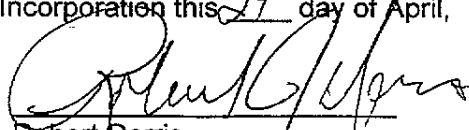
The Dorris Combative Arts Academy INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 1675 Starkey Road, H-1, Largo, FL 33771, as its Registered Agent to accept service of process within this state.

Having been named to accept service of process of the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relating to keeping open said office.


Robert Dorris
Registered Agent

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I, the undersigned, being the original subscriber and incorporator of the foregoing Corporation, have executed these Articles of Incorporation this 29 day of April, 1998.


Robert Dorris

STATE OF FLORIDA

COUNTY OF

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Robert Dorris to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledge before me that he executed these Articles of Incorporation. Witness my hand and official seal in the County and State aforesaid, this 24 day of April, 1998.



Notary Public
Randall V. Shanafelt

My Commission Expires:

(notary seal)

