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308 SOUTH JEFFERSON STREET • PENSACOLA, FLORIDA 32501

July 1, 1998

Secretary of State
Corporate Division
Post Office Box 6327
The Capitol
Tallahassee, Florida 32304

EFFECTIVE DATE

7-6-98

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****122.50 ****122.50

Re: Florida Martial Arts Academy, Inc.
(Incorporation)
Our File Number: M-6583-M

Dear Sir or Madam:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

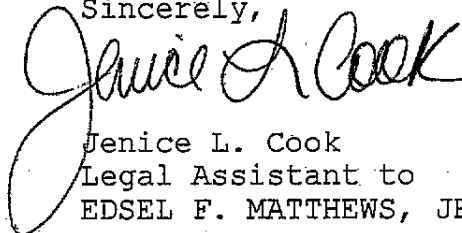
Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	35.00

TOTAL \$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Please do not hesitate to contact this office should you have any questions or require any additional information. Your prompt attention to this matter would be greatly appreciated.

Sincerely,



Jenice L. Cook
Legal Assistant to
EDSEL F. MATTHEWS, JR., ESQUIRE

/jlc
Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM 2:11

ARTICLES OF INCORPORATION

OF

FLORIDA MARTIAL ARTS ACADEMY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -8 PM 2:11

EFFECTIVE DATE
7-6-98

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME & ADDRESS

The name of this corporation is Florida Martial Arts Academy, Inc., the street address of the corporation is 116 East Brainerd Street, Pensacola, Florida 32501 and the mailing address is Post Office Box 13452, Pensacola, Florida 32591.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 308 South Jefferson Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Edsel F. Matthews, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2) whose names and addresses are Steve Del Gallo of 1201 North Tarragona Street, Pensacola, Florida and Jonathan A. Del Gallo of 1201 North Tarragona Street, Pensacola, Florida.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Edsel F. Matthews, Jr., 308 Jefferson Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 6th day of July, 1998.



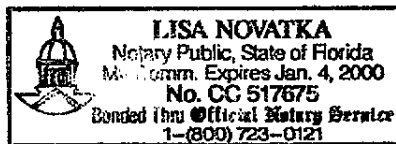
ESEL F. MATTHEWS, JR.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Edsel F. Matthews, Jr. to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 6th day of July, 1998.



Lisa Novatka
Notary Public
My Commission Expires: 1-4-2000

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Edsel F. Matthews, Jr., hereby accept the appointment as registered agent for Florida Martial Arts Academy, Inc., as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 6th day of July, 1998.

Edsel F. Matthews, Jr.
Edsel F. Matthews, Jr.

FILED STATE
SECRETARY OF CORPORATIONS
98 JUL -8 PM 2:11