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M. A. OUGHTERSON
JOHN E. PREWITT
FREDERICK G. SUNDHEIM, JR.

T. T. OUGHTERSON
[1904-1983]
FAX (561) 287-0422

August 11, 1998

The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

100002614641--4
-08/13/98--01034--007
***122.50 ***122.50

RE: BLACK KNIGHT KARATE, INC.

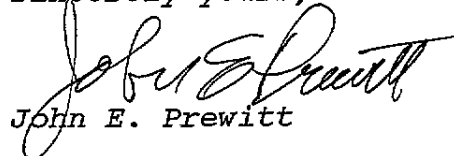
Dear Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced. Also enclosed is our check in the amount of \$122.50 to cover your fee for filing same.

When the corporation has been filed, please return a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Sincerely yours,


John E. Prewitt

JEP:mc
cc: Ken Durnbaugh
Enclosures (as stated)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/17/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BLACK KNIGHT KARATE, INC.

ARTICLE I. NAME

The name of this corporation shall be BLACK KNIGHT KARATE, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation are: To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 having a nominal or par value of Two (\$2.00) Dollars per share.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 34 Virginia Park Boulevard, Fort Pierce, Florida 34947. The name of the initial registered agent at such address is Edward M. Brown, Jr.

The street address of the initial principal office of the corporation is 1003 Holbrook Court, Port St. Lucie, Florida 34952, and the mailing address is the same.

ARTICLE VI
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. INCORPORATORS

The name and street address of the subscriber of these Articles of Incorporation is:

Name	Address
Edward M. Brown, Jr.	34 Virginia Park Boulevard Fort Pierce, FL 34947

ARTICLE VIII. BY-LAWS

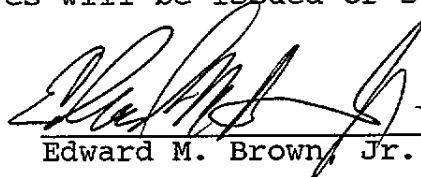
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE IX. AMENDMENTS

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

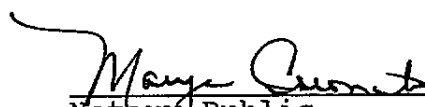
ARTICLE X. PREEMPTIVE RIGHTS

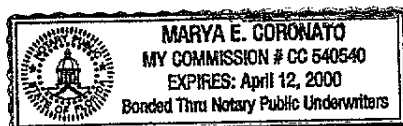
Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.


Edward M. Brown, Jr.

STATE OF FLORIDA
COUNTY OF MARTIN

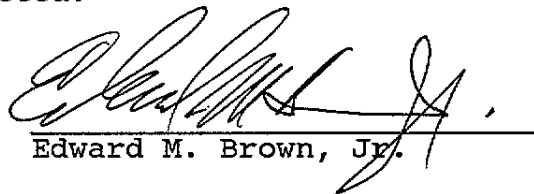
The foregoing instrument was acknowledged before me this 11 day of August, 1998 by EDWARD M. BROWN, JR., who is personally known to me _____ or produced Texas DL as identification.


Notary Public
State of Florida
My Commission Expires:



Printed name of Notary

I, EDWARD M. BROWN, JR., having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or my resignation is submitted.


Edward M. Brown, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA