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LAW OFFICES  
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MIAMI BEACH, FLORIDA 33140

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September 19, 1998

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

000002644860-5  
-09/21/98-01104-015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re; BUDO, INC.

Dear Sir:

Enclosed are original Articles of Incorporation for captioned company, together with my law firm's check for \$70.00 filing fee.

Very truly yours,  
*Stanley Joel Levine*  
STANLEY JOEL LEVINE

SJL:s

FILED  
98 SEP 21 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SEP 24 1998  
*[Signature]*

**ARTICLES OF INCORPORATION**  
**OF**  
**BUDO, INC.**

**FILED**  
98 SEP 21 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I. NAME:**

The name of this corporation is:

**BUDO, INC.**

**ARTICLE II. PURPOSE:**

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

**ARTICLE III. CAPITAL STOCK:**

This corporation is authorized to issue 1,000 shares of \$1.00 Dollar par value common stock.

**ARTICLE IV. PREEMPTIVE RIGHTS:**

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise shall have the right to purchase his or her proportionate share thereof.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial principal office of this corporation is:

3 Island Avenue  
c/o E. Smith Apt. 15-K  
Miami Beach, Florida 33139

and the name of the initial registered agent of this corporation is:

**ESTHER SMITH**

which agent, pursuant to 48.091, Florida Statutes, shall accept service of process within this State.

## ARTICLE VI. BOARD OF DIRECTORS:

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
PHILIP SMITH	3 Island Avenue, Apt.15-K Miami Beach, FL 33139

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily 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 pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm 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 at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall 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 VII. INCORPORATOR:**

The names and addresses of the person signing these Articles is:

**Name and Address**

PHILIP SMITH  
3 Island Avenue Apt 15K  
Miami Beach, FL 33139

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CLERK OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VIII. BY-LAWS:**

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


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of September, 1998.

  
Subscriber PHILIP SMITH

STATE OF FLORIDA     )  
                                  SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named, to take acknowledgements, personally appeared, PHILIP SMITH, the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed same, after having produced Driver's License as identification, without oath being taken.

WITNESS my hand and official seal in the County and State named above this 16 day of September, 1998.

My Commission  Stanley Joel Levine  
STANLEY JOEL LEVINE  
COMMISSION # CC 529415  
EXPIRES MAR 20, 2000 NOTARY PUBLIC  
BONDED THRU  
ATLANTIC BONDING CO., INC.

The undersigned having been named to accept service of process for the above corporation at the place designated in ARTICLE V hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

  
RESIDENT AGENT

ESTHER SMITH