

TRANSMITTAL LETTER

P98000101228

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 8:51

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

SUBJECT: State of Florida Federation of Brazilian Jiu Jitsu, Inc.
(Proposed corporate name - must include suffix)

400002697664--3
-11/30/98--01092--009
****122.50 ****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

MARCIO SIMAS
P O BOX 691651
ORLANDO, FL 32869-1651

City, State & Zip

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

B. BROWN DEC - 7 1998

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ARTICLES OF INCORPORATION

OF

State of Florida Federation of Brazilian Jiu-Jitsu, Inc.

ARTICLE I. NAME

The name of this Corporation is State of Florida Federation of Brazilian Jiu-Jitsu, Inc., and the address is 1809 East Colonial Drive, Suite 3, Orlando, Florida, 32803.

ARTICLE II. TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III. NATURE OF BUSINESS

This Corporation may engage or transact in any or all activities or businesses permitted in the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation shall have the authority to issue ONE THOUSAND (1,000) shares, all of one class, having a ONE DOLLAR (\$1.00) par value.

ARTICLE V. DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have the preemptive right to purchase any new stock of this Corporation.

ARTICLE VI. DENIAL OF ACCUMULATIVE VOTING

No shareholder shall have the right to accumulate his or her votes at any election for the Board of Directors nor any other matter of this Corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1809 E. Colonial Dr., Suite 3, Orlando, Florida, 32803, and the name of the initial Registered Agent and Resident Agent of this Corporation at that address is Marcio Simas.

ARTICLE VIII. BOARD OF DIRECTORS

This Corporation shall have between one (1) and four (4) Directors. The initial Board of Directors shall have one (1) Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation is as follows:

Marcio Simas
1809 E. Colonial Dr., Suite #3
Orlando, Florida 32803

ARTICLE IX. INCORPORATOR

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

Marcio Simas
1809 E. Colonial Dr.
Suite 3
Orlando, Fl 32803

ARTICLE X. LIMITATIONS ON AMENDMENT

These Articles of Incorporation may be amended only by the vote or written consent of the holder of seventy-five percent (75%) of the outstanding shares entitled to vote.

IN WITNESS WHEREOF, the undersigned sets his hand and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 17th day of November, 1998.

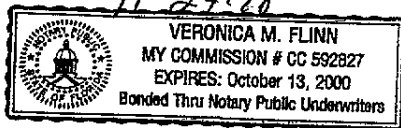
Marcio Simas

Marcio Simas

STATE OF FLORIDA
COUNTY OF ORLANDO

Before me personally appeared Marcio Simas, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 17th day of November, 1998.



Veronica M. Flinn
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AND RESIDENT AGENT

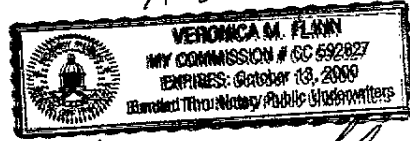
I, Marcio Simas, hereby accept the position of Registered and Resident Agent for State of Florida Federation of Brazilian Jiu-Jitsu, Inc.

Marcio Simas

Marcio Simas

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11-24-98



Veronica M. Flinn

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