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GUPTON & GUPTON ACCOUNTANTS

11127 LEM TURNER ROAD  
JACKSONVILLE FL 32218  
(904) 764-2456

DECEMBER 10, 1998

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-12/18/98-01057-007  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Office of the Secretary of State  
Corporate Division  
Capitol Building  
Tallahassee, FL 32304

Re: COPPEN'S UNITED HOUSE OF KARATE, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation. The certificate designation the Resident Agent of the captioned corporation with our check in the amount of \$75.00 for filing same.

If there are any technical errors or omissions, please call me collect (904) 764-2456. I will then verbally authorize any necessary changes to make this document comply with your requirements.

Please acknowledge the copy and return to me.

Thank you for your usual prompt attention to this matter.

Respectfully,

Nancy D. Coppen  
Nancy D. Coppen

FILED  
98 DEC 18 AM 9:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajc  
12/22

**ARTICLES OF INCORPORATION**

**OF**

**COPPEN'S UNITED HOUSE OF KARATE, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name and Business Address**

Section 1.1 Name. The name of the corporation is **COPPEN'S UNITED HOUSE OF KARATE, INC.** The business address of the corporation is PO BOX 1373, Callahan, FL 32011

**ARTICLE II**

**Duration**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledge, except that if they are not filed by the Department of State of Florida within five (5) days, exclusive of legal holidays. After they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**Purposes**

Section 3.1. Purposes. This Corporation is organized for the purpose of transaction any or all lawful business permitted under the Laws of the United States and of the State of Florida. Specifically practicing martial arts.

**ARTICLE IV**

**Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

Section 4.2. Restrictions on Transfer of Stock. The Shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of two-thirds of the outstanding shares of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Section 4.4. 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 to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE V**

### **Initial Registered Office and Agent**

Section 5.1. Name and Address. The Street address of the initial registered office of this corporation is 4769 Lannie Rd., Jax, Fl. 32218 and the name of the initial registered agent of this corporation at that address is Nancy D. Coppen.

## **ARTICLE VI**

### **Directors**

Section 6.1. Number. This corporation shall have one director initially. The number of director may be increased from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and street address of the member of the first board of directors of the corporation is:

#### **NAME**

Bruce A. Coppen

Nancy D. Coppen

#### **ADDRESS**

PO BOX 1373  
Callahan, FL, 32011

PO Box 1373  
Callahan, FL, 32011

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.2. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VII**

### **Bylaws**

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provides that such bylaw is not subject to amendment or repeal by the directors.

## **ARTICLE VIII**

### **Incorporator**

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

Nancy D. Coppen  
PO Box 1373  
Callahan, FL, 32011

**ARTICLE IX**

**Special Provision**

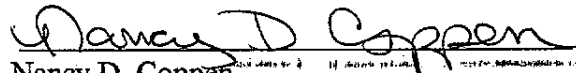
Section 9.1. Special provision. It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

**ARTICLE X**

**Amendment**

Section 10.1. Amendment. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

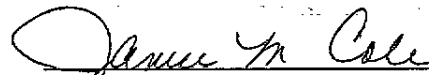
IN WITNESS WHEREOF, the incorporator has executed these Articles the 10 day of December 1998.

  
Nancy D. Coppen

**STATE OF FLORIDA**

**COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 10 day of December, 1998.

  
Notary Public, State of Florida At Large

My Commission Expires:

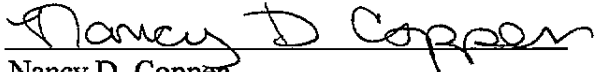


JANICE M COLE  
My Commission CC564689  
Expires Jun. 20, 2000

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND  
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statute Sections 48.091 and 607.034, the following is submitted:

**Coppen's United House of Karate, Inc.** desiring to organize or qualify under the laws of the State of Florida, hereby designates Nancy D. Coppen as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be: 4769 Lannie Rd., Jacksonville, FL 32218

  
Nancy D. Coppen  
Registered Agent

**DATED:** December 10, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Nancy D. Coppen

**DATED:** 12/10/98

**FILED**  
98 DEC 18 AM 9:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA