

P990000018924

Mark W. Laufer

1537 Joseph Circle

550

(904) 934-9197

Gulf Breeze, Florida 32561

February 23, 1999

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

Dear Sir or Madam:

Attached, please find Articles of Incorporation for the American Kenjutsu Federation. A check made out to the Secretary of State in the amount of \$78.75 is also enclosed. Please send all correspondence to:

American Kenjutsu Federation
1537 Joseph Circle
Gulf Breeze, FL 32561

Thanks for your time and consideration.

Sincerely,

Mark Laufer

Mark Laufer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mark Laufer GAVE
AUTHORIZATION BY PHONE TO
CORRECT *add suffix (inc)*
DATE *3/1/99*
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B. BROCK FEB 25 1999

ARTICLES OF INCORPORATION

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation under the laws of the state of Florida, adopt the following articles of incorporation for such corporation:

I

The name of the corporation (herein referred to as the Corporation) is: AMERICAN KENJUTSU FEDERATION, INC.

II

The period of its duration is perpetual.

III

The purposes of the Corporation are to engage primarily in the manufacture, sale, purchase, lease and distribution of merchandise, services, real, personal and intellectual property of all manner and description, and the provision of services related to such enterprises. The Corporation may generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform in conformity with the laws of the states in which business is transacted. Nothing herein shall be deemed as prohibiting the Corporation from extending its activities to any permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

IV

The aggregate number of shares which the Corporation shall have the authority to issue is 200,000 shares, all of one class, of common stock, no par value. The Corporation will initially issue 2 shares.

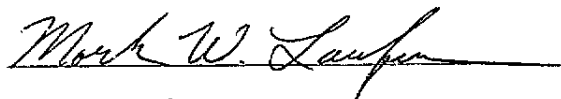
V

The Corporation will not commence business until at least one (1) dollar has been received by it as consideration for the issuance of its shares.

VI

The principal address and the registered office address of the Corporation is the same: 1537 Joseph Circle, Gulf Breeze, FL 32561. The name of its registered agent at such address is Mark W. Laufer. The said agent is a resident of the State of Florida.

I accept the designation of registered agent.



Mark W. Laufer

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TALLAHASSEE, FLORIDA

VII

The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and its directors, officers and shareholders:

- (a) To sue and be sued;
- (b) To have a corporate seal;
- (c) To purchase, take, receive, lease, acquire, own, hold, improve, use, and otherwise deal in real, intellectual and personal property;
- (d) To sell, convey, mortgage, pledge, lease, exchange, transfer, and dispose of property, including corporate property and assets;
- (e) To deal in securities of other corporations, partnerships and associations;
- (f) To make contracts and guarantees, and incur liabilities; borrow money; issue notes, bonds, and other obligations; and secure obligations by mortgage or pledge;
- (g) To lend money, invest and reinvest funds, take and hold real and personal property as security for the payment of funds;
- (h) To conduct its business and carry on its operations in or out of its state of incorporation;
- (i) To elect or appoint officers and agents and fix their compensation;
- (j) To make, adopt, amend, or repeal By-Laws;
- (k) To make charitable contributions;
- (l) To cease its corporate activities and surrender its corporate franchise;
- (m) To deal in its own shares;
- (n) To indemnify directors;
- (o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his/her death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (p) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and any other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
- (q) To allow shareholders to pool their shares and vote their shares in accordance with their private agreements, if any;
- (r) To allow officers to be elected by the shareholders rather than the Board of Directors;
- (s) To reserve the right to acquire or redeem its own shares;
- (t) To reserve the right of the Board of Directors to fix the value of the no-par value common stock;
- (u) To limit the number of persons who can hold Corporation stock to 2;
- (v) To require that shareholders offer the Corporation and existing shareholders first right of refusal to any shares they intend to sell and that the value of such shares will be determined by agreement between the selling shareholder(s) and the Board of Directors of the Corporation.
- (w) To grant preemptive rights to existing shareholders to acquire additional or treasury shares of the Corporation; and
- (x) To allow the profits of the Corporation and voting power of the Corporation's shares to be apportioned according to the Corporation By-Laws.

VIII

Shareholders will not be liable individually for Corporate debts.

IX

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and their names and addresses are:

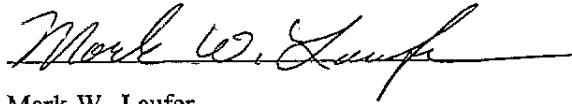
Names

Addresses

Mark W. Laufer	1537 Joseph Circle, Gulf Breeze, FL 32561
Anthony Whitmer	1020 Woodlore Circle, Gulf Breeze, FL 32561

The initial Board Members will remain on the Board of Directors for the duration of the Corporation.

The incorporator is Mark W. Laufer



Mark W. Laufer

The incorporator's business street address is 1537 Joseph Circle, Gulf Breeze, FL 32561

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