, 4	TRANSMIT	TAL LETTER	21/20/
5.	MM	HEL	1511/16
Department of State Division of Corporation P. O. Box 6327 Tallahassee, FL 32314	ns a	9 APR - 2 PM SECRETARY OF STATE FALLAHASSEE, FLORIDA	000028276745 -04/02/9901027003 ****131.25 *****87.50
SUBJECT: F	LORIDA TRADITION (Proposed corpor	OAL KARATE I ate name - must include suff	ASSOCIATION, INC.
Enclosed is an original	and one(1) copy of the article	s of incorporation and a	check for:
\$70,00	\$78.75	□\$122.50	\$131.25.
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate
	•	ADDITIONAL CO	PY REQUIRED
FROM:	ANTONIO ROSA Name (Pr	<u>à Myrtel</u>	ina Soto
	109 NORTH	KROME A)E
	HOMESTEAD City,	FZ 33030 State & Zip	· · · · · · · · · · · · · · · · · · ·
Antonio Rosa	(305) 258 Daytime T	- 7450 elephone number	
AUTHORIZATION BY PHO	ONE TO		25
CORRECT Very OF	BEPROFIT	4 . *	9-19.
DOC. WAIN PH	OTE: Please provide the o	riginal and one copy of	f the articles.
			PK17/99

ARTICLES OF INCORPORATION OF

FLORIDA TRADITIONAL KARATE ASSOCIATION, INC.

FILED PM 1:0

I, the undersigned incorporator, for the purposes of forming a corporation for profit of the purposes of forming a corporation for profit of the under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I THE NAME OF THIS CORPORATION SHALL BE:

FLORIDA TRADITIONAL KARATE ASSOCIATION, INC.

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE II PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be:

109 North Krome Avenue Homestead, Florida 33030

The Board of Directors may, from time to time, move the principal office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

ARTICLE III SHARES

This corporation is authorized to issue par value voting common stock as described below, and none other:

Maximum Number of Shares
Par Value Per Share

50,000 \$.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at lease to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV INITIAL REGISTERED AGENT

The resident and registered agent shall be:

Myrtelina Soto 109 North Krome Avenue Homestead, Florida 33030

ARTICLE V INCORPORATOR

The incorporator to the Articles of Incorporation are:

Antiono Rosa 109 North Krome Avenue Homestead, Florida 33030

ARTICLE VI CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00)

ARTICLE VII DIRECTORS

This corporation shall have two (2) directors initially. The Stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the By-Laws of the corporation or by amending the By-Laws of the corporation, provided that there shall always be at least one director and said director need not be a citizen of the United States of America.

ARTICLE VIII INITIAL DIRECTORS

The name and street address of the first directors shall be as follows:

Antiono Rosa 109 North Krome Avenue Homestead, Florida 33030

Myrtelina Soto 109 North Krome Avenue Homestead, Florida 33030

ARTICLE IX PREEMPTIVE RIGHTS

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; by any such unissued stock or such issued of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine without offering to the stockholders then of record, of any class, any thereof, on the same terms of on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE X

- The initial By-Laws of this corporation shall be adopted by the Board of
 Directors. The By-Laws may be amended from time to time by either stockholder or the
 directors. The Stockholders may amend, alter or repeal by Bylaw adopted by the
 stockholders, and the directors may not adopt By-Laws that would be in conflict with the
 By-Laws adopted by the stockholders.
- 2. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.
- 3. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or member is a stockholder, officer, or director is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors, and such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested, or member of a firm so interested, or stockholder, officer or director of a corporation so interested; or (b) by the written consent, or by vote of any stockholders' meeting of the holders of record, of a majority of all outstanding shares of stock in the corporation entitled to vote; nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member, or any corporation of which he is a stockholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

I, THE UNDERSIGNED, being the Incorporator to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set my hand and seal this 30th day of March 1999.

A The			30/99		_
By: Antonio Rosa, Incorp	orator		Date		
State of Florida)) SS				
County of Miami-Dade)				
that on this day personally		ANTONIO	RosA		
, who produc	ced the following ide	ntification and th	nis being the	e person	who
executed the foregoing Artic					
Inc., and acknowledge tha	at he executed the s	ame for the use	es and purp	oses the	erein
stated. FC DRIVERS	LIC# R200-0	100-59-461-	0		
IN WITNESS WHED	EOE I have hereunte	set my band an	d coal thic	ろがち	Day

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3000 Day of Morch , 1999.

OFFICIAL NOTARY SEAL SHELIA E DOVE COMMISSION NUMBER C723512
WY COMMISSION EXPIRES MAR. 9,2002

Notary Public, State of Florida at Large

My commission expires:

March 09, 2002

hereby accept the appointment as registered agent and agree to act in this capacity. further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. State of Florida County of Miami-Dade I, the undersigned Notary Public, in and for the State of Florida, do hereby certify that on this day personally appeared before me Myrtelina Soto, who produced the following identification and this being the person who executed the foregoing Articles of Incorporation of Florida Traditional Karate Association, Inc., and acknowledge that he executed the same for the uses and purposes therein stated. FDL # \$300-540-54-586-0 IN WITNESS WHEREOF, I have hereunto set my hand and seal this _ Day of MARCH , 1999. OFFICIAL NOTARY SEAL SHELIA E DOVE CC723512 Notary Public, State of Florida at Large 09, 2002 My commission expires:

I, THE UNDERSIGNED, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I