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JOHN D. SPEAR
BOARD CERTIFIED REAL ESTATE ATTORNEY
JAMES E. KERR

(941) 947-1102
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April 1, 1999

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

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-04/05/99--01089--017
****122.50 *****78.75

RE: SAN CARLOS TAE KWON DO, INC.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,

John D. Spear

John D. Spear

JDS/sav

Enclosures

FILED
99 APR -5 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4-8-99
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FILED
99 APR -5 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SAN CARLOS TAE KWON DO, INC.

The undersigned incorporators, natural persons competent to contract, hereby form and establish a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is **San Carlos Tae Kwon Do, Inc.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be located at the following address:

8024 Alico Rd., Alico Plaza, B2
Ft. Myers, FL 33912

The mailing address of the Corporation is as follows:

8024 Alico Rd., Alico Plaza, B2
Ft. Myers, FL 33912

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Susan J. Foanio
17408 Braddock Road
Ft. Myers, FL 33912

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

The Corporation shall have ~~three~~ (3) directors initially. The number of directors may be decreased or increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

Richard L. Thomas
17565 Homewood Road
Ft. Myers, FL 33912

Jack C. Scott
PO Box 1172
Estero, FL 33928

Jamie A. Fitzgerald
20821 Coconut Drive
Estero, FL 33928

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

Susan J. Foanio
17408 Braddock Road
Ft. Myers, FL 33912

James J. Tous
11340 Zellner Lane
Ft. Myers, FL 33908

Alan R. Bradford
18542 Rosewood Road
Ft. Myers, FL 33912

Richard L. Thomas
17565 Homewood Road
Ft. Myers, FL 33912

Jack C. Scott
PO Box 1172
Estero, FL 33928

Jamie A. Fitzgerald
20821 Coconut Drive
Estero, FL 33928


ARTICLE X. AMENDMENT

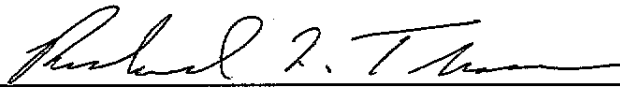
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 31st day of March, 1999.

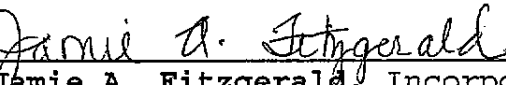

Susan J. Foanio, Incorporator


James J. Tous, Incorporator


Alan R. Bradford, Incorporator


Richard L. Thomas, Incorporator

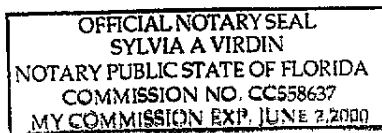

Jack C. Scott, Incorporator


Jamie A. Fitzgerald, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31st day of March 1999, by Susan J. Foanio, James J. Tous, Alan R. Bradford, Richard L. Thomas, Jack C. Scott, and Jamie A. Fitzgerald. They are personally known to me or have produced driver's licenses as identification.



Sylvia A. Virdin
Signature of Notary Public

SYLVIA A. VIRDIN
Printed Name of Notary Public
Commission Expires:

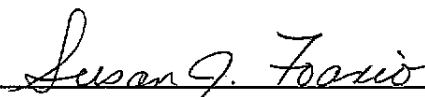
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS SHALL BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SAN CARLOS TAE KWON DO, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at LEE County, State of Florida, has named SUSAN J. FOANIO as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



SUSAN J. FOANIO
REGISTERED AGENT

FILED
99 APR -5 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA