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**FOGLE & FOGLE, P. A.**  
**ATTORNEYS AT LAW**

**J. DANA FOGLE**  
CORPORATION & BUSINESS LAW  
REAL PROPERTY LAW  
REGISTERED GENERAL PRACTICE  
**ALICE M. FOGLE**  
MARITAL & FAMILY LAW

May 27, 1999

MAILING ADDRESS:  
POST OFFICE BOX 24  
DELAND, FLORIDA 32721-0024  
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217 EAST PLYMOUTH AVENUE  
DELAND, FLORIDA 32724  
(904) 734-4215  
FAX (904) 734-7419

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

700002891307--0  
-06/01/99-01128-007  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Incorporation of Morning Star Martial Arts Academy, Inc.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for Morning Star Martial Arts Academy, Inc.

Also enclosed is my check in the amount of \$122.50 representing the following:

Filing Fee	\$35.00
Registered Agent Certificate	52.50
Certified Copy of Charter and of Registered Agent Certificate	35.00

Thank you very much for your assistance.

Sincerely,

*Dana/jp*

J. Dana Fogle

JDF/js  
Enclosures

**EFFECTIVE DATE**  
**5-27-99**

FILED  
99 JUN - 1 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JUN - 7 1999

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**EFFECTIVE DATE**  
5-27-99

**ARTICLES OF INCORPORATION  
OF  
MORNING STAR MARTIAL ARTS ACADEMY, INC.**

FILED  
99 JUN -1 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, MATTHEW D. WATSON and DALE V. MORGAN, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

**ARTICLE I.**

The name of this corporation shall be MORNING STAR MARTIAL ARTS ACADEMY, INC.

**ARTICLE II:**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III.**

**GENERAL NATURE OF BUSINESS**

The general nature of business to be transacted by this corporation is to teach martial arts, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV.**

**CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal

Revenue Code of 1954, as amended.

ARTICLE V.

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI.

STREET AND MAILING ADDRESS OF INITIAL REGISTERED

OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business of said corporation is 1695 Doyle Rd., Deltona, Florida 32725. The initial resident agent is MATTHEW D. WATSON .

ARTICLE VII.

SUBSCRIBER

The names and street addresses of the subscribers to these articles of incorporation are:

MATTHEW D. WATSON  
3286 Delbrook Dr.  
Deltona, Fl. 32738

DALE V. MORGAN  
2890 Wild Pepper Ave.  
Deltona, Fl. 32725

ARTICLE VIII.

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on May 27, 1999.

IN WITNESS WHEREOF, WE, MATTHEW D. WATSON and DALE V.

MORGAN, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 27<sup>th</sup> day of May, 1999.

  
MATTHEW D. WATSON

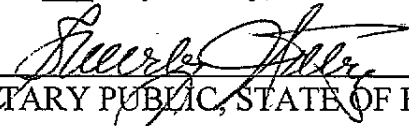
  
DALE V. MORGAN

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MATTHEW D. WATSON and DALE V. MORGAN, to me well known to be the persons who executed the foregoing Certificate of Incorporation and they acknowledged before me that they executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 27<sup>th</sup> day of May, 1999.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



Beverly J. Autry  
MY COMMISSION # CC792040 EXPIRES  
November 19, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE SERVED

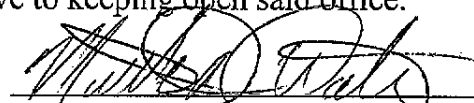
FILED  
JUN - 1 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

FIRST: That MORNING STAR MARTIAL ARTS ACADEMY, INC.,  
desiring to organize under the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation, at the City of Deltona, County of Volusia, State  
of Florida, has named MATTHEW D. WATSON, located at 3286 Delbrook Dr., Deltona,  
Florida 32738, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation,  
at the place designated in this Certificate, I hereby accept to act in this capacity, and agree  
to comply with the provisions of said Act relative to keeping open said office.

  
MATTHEW D. WATSON