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99 AUG 25 AM 7:04  
**FILED**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 23, 1999

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation and Certificate of Incorporation for  
ROK-HIT SHOTOKAN KARATE CONNECTIONS

Dear Sir or Madam:

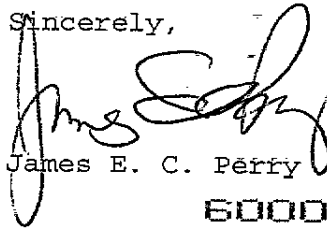
Enclosed please find the Articles of Incorporation for the above-referenced corporation. I have enclosed a check in the amount of \$78.75 for the following:

- \$35.00 Filing fee
- \$35.00 Registered Agent Designation fee
- \$ 8.75 Florida Certificate of Incorporation

I have enclosed a stamped, self addressed express envelope for the completed documents return.

If you have any questions or comments, please do not hesitate to contact me at (407) 422-5758. Thank you in advance for your cooperation.

Sincerely,

  
James E. C. Perry

JECP/cms  
Enclosures

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-08/25/99-01063--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**ROK-HIT SHOTOKAN KARATE CONNECTIONS, INC.**  
**(a Corporation for Profit)**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation, ROK-HIT SHOTOKAN KARATE CONNECTIONS, INC., under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME**

The name of the Corporation shall be ROK-HIT SHOTOKAN KARATE CONNECTIONS, INC.

**ARTICLE II - TERM OF EXISTENCE**

The period of duration of the Corporation is perpetual.

**ARTICLE III - NATURE OF BUSINESS**

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporation Laws or by other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV - CAPITAL STOCK**

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1000 of Common Stock with a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Common Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holder(s) of the outstanding Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 7226 West Colonial Drive, PMB#223, Orlando, Florida 32818, and the name of the initial registered agent is RUDOLPH L. SMITH, and his signature below connotes acceptance of this designation.

#### ARTICLE VI - DIRECTORS

The initial Board of Directors and Officers shall consist of Five (5) members, who needs not be residents of the State of Florida or a Shareholder of the Corporation.

The names and addresses of the persons who shall serve as officers until the first annual meeting of shareholders or until their successors have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RUDOLPH L. SMITH, PRESIDENT (SS#047-80-3848) PRESIDENT	7404 Woodhill Park Dr., Apt. 1324 Orlando, FL 32848
EMORY T. L. BARNES (SS#128-68-1930) FIRST VICE-PRESIDENT	5844 Elon Drive Orlando, FL 32808

ROLBERT H.DAVIDS  
(SS#434-37-7538)  
SECOND VICE-PRESIDENT

3718 Mitchel Rd.  
Orlando, FL 32808

PETER SPENCE  
(SS#076-34-3956)  
SECRETARY

1100 Serissa Court  
Orlando, FL 32818

FRANCES K. O'NEIL  
(SS#091-42-0086)  
TREASURER

5080 Downing St.  
Orlando, FL 32839

### ARTICLE VII - INCORPORATORS

The names and addresses of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RUDOLPH L. SMITH, PRESIDENT (SS#047-80-3848) PRESIDENT	7404 Woodhill Park Dr., Apt. 1324 Orlando, FL 32848

### ARTICLE VIII - AMENDMENTS


The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

### ARTICLE IX - FREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the

authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.


IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on the 21 day of July, 1999.

  
\_\_\_\_\_  
RUDOLPH L. SMITH, President

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared RUDOLPH L. SMITH, FLDL# \_\_\_\_\_ president, [] who provided SS30-732-47-458-0 as identification, or [] who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at the aforesaid State and County, this 21<sup>st</sup> day of July, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:

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

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

ROK-HIT SHOTOKAN KARATE CONNECTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7226 West Colonial Drive, PMB #223, Orlando, Florida, State of Florida, has named RUDOLPH L. SMITH, located at 7226 West Colonial Drive, PMB#223, Orlando Florida 32818 as its agent to accept service of process within Florida.

Signature


  
\_\_\_\_\_  
RUDOLPH L. SMITH

Title President

Date July 21, 1999

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.

Signature

  
\_\_\_\_\_  
RUDOLPH L. SMITH

Date: July 21, 1999

**FILED**  
99 AUG 25 AM 7:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA