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Charter Number Only

Requestor's Name PBR  
 Address \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ ZIP \_\_\_\_\_ Phone \_\_\_\_\_

SECTION ONLY

CORPORATION(S) NAME

600002994596-5  
 -09/23/99-01011-021  
 \*\*\*\*\*87.50 \*\*\*\*\*87.50

Martial Arts of Jupiter, Inc.



Empire Toll Free: 1-800-432-3028

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 DEPT. OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                             |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent        |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies       | <input checked="" type="checkbox"/> Certificate Under Seal |
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9/23

99 SEP 23 AM 10:58  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
**FILED**  
**CERTIFIED COPY**

**ARTICLES OF INCORPORATION  
OF  
MARTIAL ARTS OF JUPITER, INC.**

**FILED**  
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLE I**

The undersigned natural person, competent and qualified to instruct in all areas of Martial Arts and acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

**NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation shall be MARTIAL ARTS OF JUPITER, INC.; the principal office of this corporation shall be 106 COMMERCE WAY, UNIT B6, JUPITER, FL 33458, the mailing address of this corporation shall be 106 COMMERCE WAY, UNIT B6, JUPITER, FL 33458.

**II**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the instruction of Martial Arts and its areas of specialization, as are engaged in by instructors in all facets of the Martial Arts.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III**

**CAPITAL STOCK**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be five hundred (500) shares of common stock at One (\$1.00) Dollar per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**IV  
DURATION**

The corporation shall have perpetual existence.

**V  
REGISTERED AGENT**

The address of this corporation's initial registered office is 106 COMMERCE WAY, UNIT B6, JUPITER, FL 33458 and the name of its initial registered agent at said address is FELIPE JOSE.

**VI  
INCORPORATOR**

The name and address of the Incorporator is FELIPE JOSE, 106 COMMERCE WAY, UNIT B6, JUPITER, FL 33458.

**VII  
BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director of this corporation is FELIPE JOSE, 106 COMMERCE WAY, UNIT B6, JUPITER, FL 33458.

**VIII  
INFORMAL SHAREHOLDER ACTION**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**IX  
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**X  
INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


**XI  
INDEMNIFICATION**

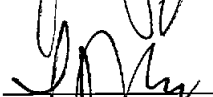
The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

**XII  
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of Sept., 1999.

  
\_\_\_\_\_  
FELIPE JOSE, As Incorporator

  
\_\_\_\_\_  
FELIPE JOSE, Registered  
Agent

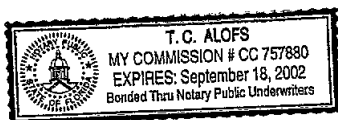
STATE OF FLORIDA            )  
  SS:  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared FELIPE JOSE, and to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledge to and before me that he executed such instrument. An oath WAS taken.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of September, 1999.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT AND UPON WHOM PROCESS MAY BE DELIVER**

Pursuant to Chapter 48.091, Florida Statutes, 1998, the following is submitted in compliance with said act:

FIRST that MARTIAL ARTS OF JUPITER, INC. Is a professional service corporation organized under the laws of the State of Florida, with its principal offices at 106 COMMERCE WAY, UNIT B6, JUPITER, FL 33458 and has named FELIPE JOSE as its registered agent, to accept service within the 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 to keeping open said office.

  
\_\_\_\_\_  
FELIPE JOSE, Registered Agent

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TALLAHASSEE FLORIDA