

P99000087879

I MARTIN WEISS  
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Tamarac FL 33320  
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September 22nd, 1999

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

000003003690--9  
-10/04/99-01047-012  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Articles of Incorporation  
World Martial Arts Of Orlando, Inc

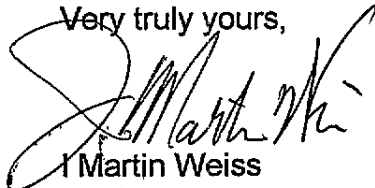
Gentlemen:

Enclosed find two copies of the Articles of Incorporation for World Martial Arts Of Orlando, Inc, together with the Resident Agent certificate and a check in the sum of \$122.50, which amount was computed as follows:

Filing Fee.....	\$ 35.00
Prepayment of Resident Agent Certificate...	52.50
Certified Copy.....	35.00
	122.50

If you have any questions with regard to these documents, please call the undersigned "collect".

Very truly yours,

  
I Martin Weiss

Enc

FILED  
99 OCT 4 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
10-5-99  
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99 OCT -4 PM 1:37  
SECRETARY OF DEFENSE  
WASHINGTON, D.C. 20301

**The name of this corporation is:**

## ARTICLE II - NATURE OF CORPORATE BUSINESS

**(a) To operate an establishment for the teaching of all forms of martial arts and the sale of martial art equipment and uniforms and the engaging in, of any other business incidental and pertinent thereto.**

**(b) To manufacture, sell, make, distribute and handle in any way that may be deemed to be the best interest of the corporation, any merchandise or byproduct that may be used in the making, or may be the result of the making or manufacturing of the products in connection with the business operated by this corporation, or as a result of exploitation of any patent rights of whatever nature that may be acquired by this corporation.**

**(c) To acquire by purchase, subscription or otherwise and to hold for the purpose of investment or otherwise, and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers, or otherwise deal with other evidence of debt, issued by any government, state, county or other public authority, or by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all of the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligations of any said persons, firms, corporations or associations contained in any of said securities.**

**(d) To purchase real estate and to build upon or in any manner improve any real estate owned by it.**

**(e) To purchase, acquire, hold, sell, convey, mortgage, lease, exchange and otherwise deal in real estate and personal property of any kind, nature and description whatsoever.**

**(f) To buy, sell, trade or deal in any kind of goods, services, wares and merchandise.**

**(g) To organize or cause to be organized under the laws of the State of Florida, or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized and to dissolve,**

windup, liquidate, merge or consolidate any such organization or corporation or to cause the same to be dissolved, windup, liquidated, merged or consolidated.

(h) To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time as to such extent and in such a manner, and upon such terms as its Board of Directors shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation, and provided further that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(i) To engage in, transact or conduct any or all lawful activity of business permitted by the laws of the United States and of the State of Florida by virtue of its corporate acts.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and it is the intention that the foregoing purposes, objects, and powers specified in each of the Paragraphs of Article II of this Certificate of Incorporation shall, except as otherwise specifically provided, in no way be limited under the terms of any other clauses, or paragraphs of this Article or any other Articles or paragraphs of this Article and shall be

regarded as independent purposes, objects and powers..

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares that this organization is authorized to having outstanding at any time is Five Thousand (5,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

### **ARTICLE V - TERM OF EXISTENCE**

The corporation is to exist perpetually.

### **ARTICLE VI - ADDRESS**

The initial street address of the principal office of the corporation in the State of Florida is:

2530 South Maguire Road  
Ocoee FL 34761

### **ARTICLE VII - DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or decreased by the By-Laws adopted by the

**stockholders at any time.**

#### **ARTICLE VIII - INITIAL DIRECTOR**

**The name and post office address of the member of the first Board of Directors is:**

<b>NAME</b>	<b>ADDRESS</b>
<b>Tai Y Gim</b>	<b>2530 South Maguire Road Ocoee FL 34761</b>

#### **ARTICLE IX - SUBSCRIBERS**

**The name and street address of the subscriber to these Articles of Incorporation is as follows:**

<b>NAME</b>	<b>ADDRESS</b>
<b>Tai Y Gim</b>	<b>2530 South Maguire Road Ocoee FL 34761</b>

#### **ARTICLE X - STOCKHOLDERS' PREEMPTIVE RIGHTS**

**All shareholders of the Corporation shall not be vested with full preemptive rights. Each shareholder shall not have the right to purchase a pro rata share of any new stock sold by the corporation.**

#### **ARTICLE XI - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

**The street address of the initial registered office of this corporation is 2530 South Maguire Road, Ocoee FL 34761 and the name of**

the initial registered agent of this corporation at that address is Tai Y Gim.

#### ARTICLE XII - AMENDMENT

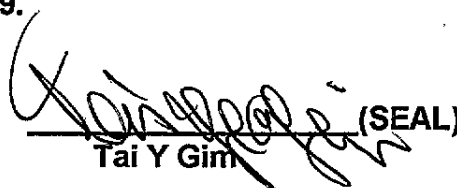
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all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

#### ARTICLE XIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

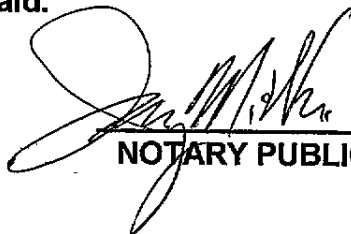
23rd day of September 1999.

 (SEAL)  
Tai Y Gim

STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this 23rd day of September, 1999,  
before me, a Notary Public duly authorized in the State and County named  
above to administer oaths and take acknowledgments, personally  
appeared Tai Y Gim, known to me to be the person described as the  
Subscriber in and who executed the foregoing Articles of Incorporation,  
and who acknowledged before me that he subscribed to these Articles of  
Incorporation and that the facts therein are truly set forth, that I relied upon  
his Florida driver's license as identification of the above named person.

WITNESS my hand and official seal at Fort Lauderdale, Broward  
County, Florida, the day and year aforesaid.

  
\_\_\_\_\_  
NOTARY PUBLIC

Notary Rubber Stamp Seal



Official Seal  
IRVING M. WEISS  
Notary Public, State of Florida  
My Comm. Expires May 9, 2000  
No. CC 553805  
Bonded Thru Atlantic Bonding Co., Inc.



**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


**WORLD MARTIAL ARTS OF ORLANDO, INC**

2. The name and address of the registered agent and office is:

**Tai Y Gim  
2530 South Maguire Road  
Ocoee FL 34761**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I 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.

September \_\_, 1999

  
\_\_\_\_\_  
Tai Y Gim

**FILED**  
69 OCT -4 PM 1:37  
RECORDING DIVISION  
TALLAHASSEE FLORIDA