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Arlene F. Austin, P.A.

ATTORNEY AT LAW

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Naples, Florida 34108

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October 28, 1999

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

Re: Naples Academy of Martial Arts, Inc.
Our File No. 9510.0

700003030317--9
-11/01/99--01061--012
*****78.75 *****78.75

Gentlemen:

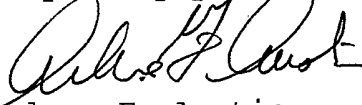
Enclosed please find the following items relating to the above-referenced corporation:

1. Original and one copy of the Articles of Incorporation;
2. Check made payable to the Florida Secretary of State in the amount of \$78.75 for the following:

A.	Filing Fee	\$	35.00
B.	Certified copy of Articles		8.75
C.	Designation of Registered Agent		35.00
	Total	\$	78.75

The effective date for this corporation should be November 1, 1999. Kindly forward the certified copy of the Articles to the undersigned at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,


Arlene F. Austin

AFA:el
Enclosures

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1999 NOV -1 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell NOV 3 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NAPLES ACADEMY OF MARTIAL ARTS, INC.

ARTICLE I. NAME

The name of this corporation shall be Naples Academy of Martial Arts, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be on November 1, 1999. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of operating a retail ceramics and art workshop business and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock.

ARTICLE V. SECTION 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as the member of the Initial Board Of Directors are:

Debbie A. Hamilton
6847 Lantana Bridge Road
Naples, FL 34109-6109

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

5811 Pelican Bay Blvd., Suite 206A
Naples, FL 34108.

The name and address of the individual who shall serve as this corporation's initial registered agent is:

Arlene F. Austin
5811 Pelican Bay Blvd., Suite 206A
Naples, FL 34108.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Debbie A. Hamilton
6847 Lantana Bridge Road
Naples, FL 34109-6109

ARTICLE X. AMENDMENT

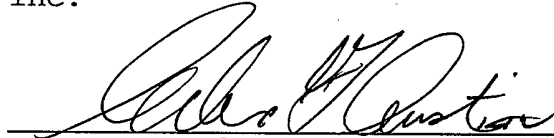
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Debbie A. Hamilton - Incorporator

State Of Florida
County Of Collier

On October 28, 1999, Debbie A. Hamilton, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me [XX], or produced a Florida driver's license as identification [], personally appeared before me at the time of notarization, and acknowledged signing these Articles Of Incorporation of Naples Academy of Martial Arts, Inc.



Notary Public: Arlene F. Austin

Commission Expiration Date & Commission Number:

(SEAL)



Arlene F. Austin
Commission # CG 861228
Expires Aug. 8, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

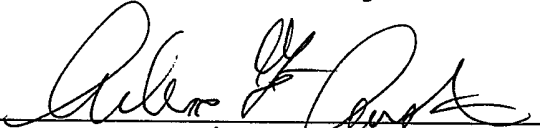
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY RESIDENT AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of Naples Academy Martial Arts, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent.



Arlene F. Austin - Resident Agent

State of Florida
County of Collier

On October 28, 1999, Arlene F. Austin, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me [XX], or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation as resident agent.



Notary Public

Eleanore T. Leigh

(Notary Public - Printed Or Typed Name)

Florida Driver's License

Identification

Commission Expiration Date & Commission Number:

(SEAL)

