Filing Fee: $150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. # __99176__

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

OK

FIRST: The name of the corporation is .State of the Arts Karate Center, Inc.

....
(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) ...Perpetual...................

THIRD: The purpose or purposes for which the corporation is organized are:

To provide teaching, training and skills in the art of self defense to individuals of all ages in various disciplines. Also to include all related lawful activities and business actions for which corporations may be incorporated under Chapter 7-1.1-1 of the Rhode Island General Laws, 1956, as amended.

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CORPORATIONS DIV.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class*: Total number of shares ....600................... .
      (If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

$1 par value

or

(b) *If more than one class*: Total number of shares ....
      (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)
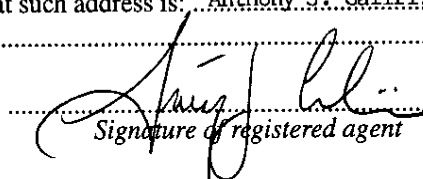
NONE

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

NONE

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

NONE

SEVENTH: The address of the initial registered office of the corporation is One Worthington Road, Cranston, RI 02920 .... (add Zip Code) and the name of its initial registered agent at such address is: Anthony J. Caliri, MBA, CPA

....

Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is ....1............ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Dennis P. Molloy	25 Bennett Street
	Warwick, RI 02886
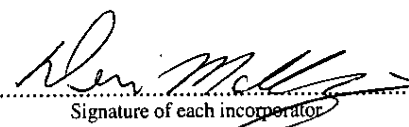
NINTH: The name and address of each incorporator is:

Name	Address
Dennis P. Molloy	25 Bennett Street
	Warwick, RI 02886

TENTH: Date when corporate existence to begin (not more than 30 days after filing filing of these articles of incorporation):

Upon filing

Dated ....January 12, ... , 19 98 ....

....
Signature of each incorporator

Dennis P. Molloy

STATE OF RHODE ISLAND } In the } City of ...*Crantan*.....................................

COUNTY OF } Town

in said County this ....*Providence*......*17th*.. day of ....*January*........ , A.D. 19..*98*....

then personally appeared before me ......*Dennis P. Molloy*...

....

....

each and all known to me and known by me to be the parties executing the foregoing instrument,
and they severally acknowledged said instrument by them subscribed to be their free act and
deed.

[signature]

Notary Public