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August 8, 2001

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*****78.75 *****78.75

State of Florida
Corporate Record Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: **EAGLE BOXING, DONE DEAL CHARITABLE
ORGANIZATION INTERNATIONAL, INC.**

Dear Sir/Madam:

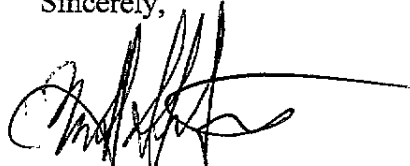
Enclosed are the Articles of Incorporation for the above nonprofit corporation, together with our trust account check for \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy	\$8.75
Total	\$78.75

Please send a certified copy to me at your earliest convenience.

Thank you for your prompt services in this regard. Should you have any questions, feel free to contact me at the above number.

Sincerely,



MICHAEL A. SIEFERT

MAS:jfs
Enclosures

FILED
2001 AUG - 9 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/14/01

**ARTICLES OF INCORPORATION OF EAGLE BOXING, DONE DEAL
CHARITABLE ORGANIZATION INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is **EAGLE BOXING, DONE DEAL CHARITABLE ORGANIZATION INTERNATIONAL, INC.**

**ARTICLE 2
ADDRESS**

The address of the principal office and the mailing address of the Corporation is: 13180 S.W. 103rd Street, Dunnellon, FL 34432.

**ARTICLE 3
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 13180 S.W. 103rd Street, Dunnellon, FL 34432, and the name of its initial Registered Agent at that address is ANTHONY JAMES CHASE, SR.

**ARTICLE 4
NO MEMBERS**

The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

**ARTICLE 5
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no

part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

ARTICLE 6 DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 7 PURPOSES

The Corporation is organized, and shall be operated exclusively for charitable and educational purposes, including but not limited to: provide boxing programs, amateur boxing competitions and activities, provide self-defense skills to the youth, provide structured physical fitness programs, promote safety and well-being of children, increase the self-esteem of at-risk youth; provide training to develop discipline, stamina, mental strength and good moral character in the youth.

ARTICLE 8 POWERS

Solely for the foregoing Purposes, the Corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.
- C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

ARTICLE 9
LIMITATION

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in Article 7 (Purposes) hereof.

ARTICLE 10
TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Internal Revenue Code of 1986 and is described in Section 509(a)(1), (2) or (3) of said Code.

ARTICLE 12
BOARD OF TRUSTEES

There shall be a Board of Trustees consisting of three (3) individuals. The initial Trustees are:

ANTHONY JAMES CHASE, SR. 13180 S.W. 103rd Street, Dunnellon, FL 34432

TROY HUE CLARK P.O. Box 12851, Gainesville, FL 32604

MICHAEL E. WILSON, Ph.D. P.O. Box 561, Belleview, FL 34421

Thereafter, each Trustee shall be elected by majority vote of the Board of Trustees in the manner and at the times set forth in the Bylaws. Any Trustee may be removed by the affirmative vote of a majority of the Board of Trustees.

ARTICLE 13 OFFICERS

The Officers of the Corporation shall consist of a President, a Vice President, a Secretary-Treasurer, and such other Officers as may be provided for in the Bylaws or by resolution of the Board of Trustees. The initial officers shall be ANTHONY JAMES CHASE, SR., as President, and ANTHONY JAMES CHASE, SR., as Secretary-Treasurer. All other and succeeding officers shall be elected by majority vote of the Board of Trustees (and may be removed by majority vote of the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws or by law.

ARTICLE 14 INCORPORATORS

The name and street address of the Incorporator is as follows:

ANTHONY JAMES CHASE, SR. 13180 S.W. 103rd Street, Dunnellon, FL 34432

ARTICLE 15 BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE 16 AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, by majority vote of the Board of Trustees.

ARTICLE 17
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each Trustee and Officer, including former Trustees and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation by an organization the Officers and Trustees of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 18
COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE 19
CORPORATE SEAL

The Corporation shall have a corporate seal containing the words: **EAGLE BOXING, a Non-Profit Corp.**

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 8 day of August, 2001.

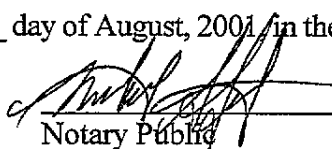

ANTHONY JAMES CHASE, SR., Incorporator

STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared ANTHONY JAMES CHASE, SR., to me well known and who produced Florida Driver License as photographic identification, described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 8 day of August, 2001 in the aforesaid County and State.

My Commission Expires:


Notary Public



Michael A. Siefert
MY COMMISSION # CC816388 EXPIRES
March 10, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

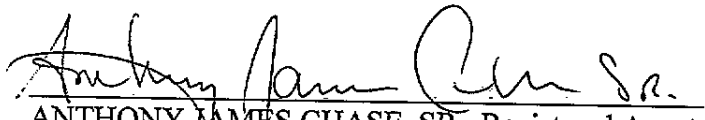
Pursuant to the provisions of Florida Statutes Chapter 617, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is: **EAGLE BOXING, DONE DEAL CHARITABLE ORGANIZATION INTERNATIONAL, INC.**

2. The name and address of the registered agent and registered office are: **ANTHONY JAMES CHASE, SR., 13180 S.W. 103rd Street, Dunnellon, FL 34432.**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated this 8 day of AUGUST, 2001.


ANTHONY JAMES CHASE, SR., Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA