

FILED
Nov 3 1 03 PM '99

SECRETARY OF STATE
IDAHO

ARTICLES OF INCORPORATION

OF

ESP, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all being citizens of the United States of America, of legal age, this day having voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I

The name of the corporation is **ESP, INC.**

ARTICLE II

The purposes for which this corporation is formed are:

(a) To carry on the business of physical training, kickboxing and martial arts instruction and certification, and producing, promoting, and governing sponsored boxing, kickboxing and martial arts competitions and fights.

(b) To transact any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE III DURATION

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE IV PLACE OF BUSINESS/REGISTERED OFFICE

The location and mailing address of the registered office of this corporation in the State of Idaho, shall be: 4935 Albion, Suite 102, Boise, Idaho 83705.

ARTICLE V REGISTERED AGENT

The name of the registered agent of this corporation is Thomas R. Henry.

IDAHO SECRETARY OF STATE

11/03/1999 09:00

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ARTICLE VI STOCK

This corporation is authorized to issue one class of shares of its capital stock to be designated as **common stock**; the total number of shares of common stock which this corporation shall be authorized to issue is 100. The common stock of this corporation shall have **no par value**.

ARTICLE VII INCORPORATORS AND INITIAL DIRECTORS

The number of directors constituting the initial board of directors is two (2) and the names and mailing addresses of each of the incorporators and initial directors of this corporation, and the number of shares of said common stock subscribed by each of these incorporators, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES SUBSCRIBED</u> |
|---------------|---|--------------------------|
| Lee A Rice II | 4935 Albion, Ste. 102, Boise, ID | 60 |
| Roy Rice | 503 S. Vista Avenue, Boise, Idaho 83705 | 40 |

Each of the above-named persons enumerated as incorporators and initial directors, is a natural person, resident of the State of Idaho, over the age of 21 years, and a citizen of the United States of America. Said initial directors shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified.

ARTICLE VIII

The capital stock of this corporation shall be non-assessable, and the private property of the shareholders of this corporation, and shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE IX

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

ARTICLE X

The power to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws is reserved to the Shareholders.

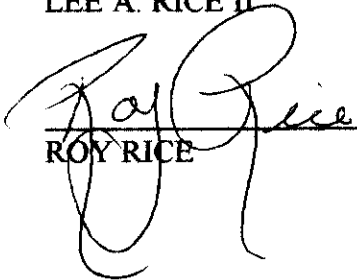
ARTICLE XI
CORPORATE POWERS AND MANAGEMENT

All corporate powers and management are expressly reserved to the Shareholders of the corporation but shall be executed and carried out by and through the Board of Directors.

IN WITNESS WHEREOF, the undersigned have set their hands and official seals
this 2 day of November, 1999.



LEE A. RICE II



ROY RICE

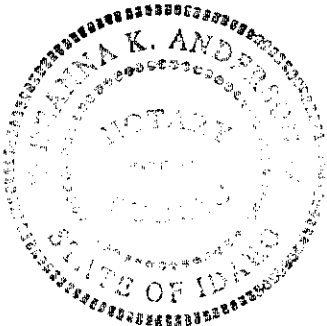
STATE OF IDAHO)

) ss.

County of ADA)

On this 2 day of November, 1999, before me, the undersigned Notary Public, did personally appear LEE A. RICE II and ROY RICE, known to me, or proved by satisfactory evidence to be the persons whose names are subscribed to the foregoing document, and did subscribe to the same in my presence.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year in this certificate first above written.



Notary Public for Idaho

Residing: Boise

Commission expires: 4-7-2004