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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

TOP GUN ALL-STAR CHEERLEADING BOOSTER CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

TOP GUN ALL-STAR CHEERLEADING BOOSTER CLUB, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: TOP GUN ALL-STAR CHEERLEADING BOOSTER CLUB, INC.

ARTICLE II

The principal place of business and mailing address of this corporation is:
4805 Arnold Ave., Suite 201, Naples, Florida, 34104

ARTICLE III

The purpose for which the corporation is organized is to receive charitable and benevolent donations for the benefit of the child members of TOP GUN OF NAPLES and TOP GUN CHEERLEADING TRAINING CENTER, INC., and for any additional lawful purposes in compliance with Chapter 617, F.S.

ARTICLE IV

The method of election of directors shall be stated in the By-Laws.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Leslie A. Lehmann, 236 Backwater Court, Naples, Florida, 34119

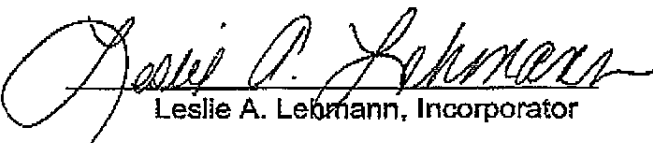
ARTICLE VI

The name of the corporation's initial registered agent and the address of the initial registered office of this corporation is as follows:

Leslie A. Lehmann, 236 Backwater Court, Naples, Florida, 34119

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this 29th day of May, 2002.


Leslie A. Lehmann, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 617, the undersigned not-for-profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: TOP GUN ALL-STAR CHEERLEADING BOOSTER CLUB, INC.
2. The name of the registered agent is Leslie A. Lehmann.
3. The address of the registered agent/registered office is:

236 Backwater Court, Naples, Florida, 34119

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Leslie A. Lehmann

Date: May 29, 2002