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March 28, 1997

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

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-03/31/97--01046--010
***122.50 ***122.50

Re: Articles of Incorporation of Ace Gymnastics, Inc.

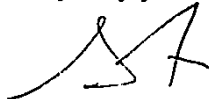
Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Ace Gymnastics, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,



Gary A. Forster

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 1 1997 BSB

GAF:m
Enclosure

**ARTICLES OF INCORPORATION
OF
ACE GYMNASTICS, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, acting as sole incorporator of **ACE GYMNASTICS, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is **ACE GYMNASTICS, INC.**

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 1888 Derbyshire Road, Maitland, Florida 32751. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 188 Derbyshire Road, Maitland, Florida 32751.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 280 W. Canton Avenue, Suite 410, Winter Park, Florida 32789, and the initial Registered Agent at such address is Frank L. Pohl.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Michael James Mather

1888 Derbyshire Road
Maitland, Florida 32751

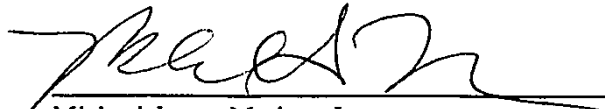
Joan Moore Gnat

1378 N. Marcy Drive
Longwood, Florida 32750

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Michael James Mather, 1888 Derbyshire Road, Maitland, Florida 32751.

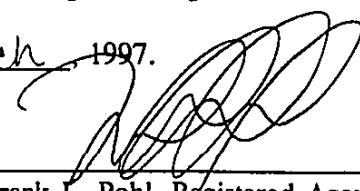
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 28 day of March, 1997.


Michael James Mather, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 28 day of March, 1997.



Frank L. Pohl, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA