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OF COUNSEL
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**COURT CERTIFIED MEDIATOR AND
ARBITRATOR (FEDERAL AND STATE)

December 7, 1999

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VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Tallahassee, Florida 33214

Re: BAYSIDE GYMNASTICS & BATON, INC.

Gentlemen:

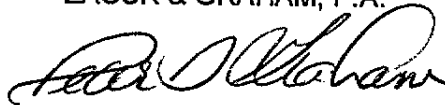
Enclosed please find an original and one copy of Articles of Incorporation for BAYSIDE GYMNASTICS & BATON, INC. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience in the enclosed return Fed Ex envelope. I have enclosed my check in the amount of \$78.75 to cover the filing and certified copy fees.

PLEASE NOTE THAT ARTICLES FOR THIS CORPORATION WERE PREVIOUSLY FORWARDED TO YOUR OFFICE ON NOVEMBER 15 AND HAVE APPARENTLY BECOME LOST IN THE MAIL; SHOULD YOU RECEIVE THE DUPLICATE ARTICLES AFTER INCORPORATING THIS ENTITY, PLEASE DISREGARD THE SAME AND RETURN OUR CHECK FOR THE FILING FEE TO US.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to call me.

Very truly yours,

ZACUR & GRAHAM, P.A.



PETER D. GRAHAM

1999 DEC - 8 PM 3: 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PDG/so
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BAYSIDE GYMNASTICS & BATON, INC.**

ARTICLE I

The name of this corporation is BAYSIDE GYMNASTICS & BATON, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is 5200 Central Avenue, St. Petersburg, FL 33707, the mailing address is P.O. Box 14409, St. Petersburg, FL 33733, and the name of the initial registered agent of this corporation at that address is PETER D. GRAHAM, ESQ.

ARTICLE V

This corporation shall have two (2) directors initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The name and address of the initial directors of this corporation is:

THOMAS M. WARD
4400 - 118th Avenue North, Suite 103
Clearwater, FL 33762

TONYA J. WARD
4400 - 118th Avenue North, Suite 103
Clearwater, FL 33762

ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation are:

THOMAS M. WARD
4400 - 118th Avenue North, Suite 103
Clearwater, FL 33762

TONYA J. WARD
4400 - 118th Avenue North, Suite 103
Clearwater, FL 33762

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 7th day of December, 1999.

Thomas M. Ward
THOMAS M. WARD

Tonya J. Ward
TONYA J. WARD

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th day of December, 1999, by THOMAS M. WARD and TONYA J. WARD, who are personally known to me or who respectively produced _____ and _____ as identification.

Susan M. Osseberg
Notary Public

My commission expires:

TYPED/PRINTED NAME OF NOTARY

SUSAN M. OSSEBERG
Notary Public, State of Florida
My comm. exp. June 27, 2003
Comm. No. CC849975

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity.



PETER D. GRAHAM

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA