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STATE OF FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Cheer One All Stars of Orange Park, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION
OF
CHEER ONE ALL STARS OF ORANGE PARK, INC.
(A Corporation Not For Profit)

ARTICLE I
Name and Address

The name of this corporation is Cheer One All Stars of Orange Park, Inc. (the "Corporation"). The Corporation's current address is 329 Parkridge Avenue, Orange Park, Florida 32065, and the Corporation shall maintain its principal place of business in the City of Orange Park, County of Clay, Florida, or such other place as may be designated by the Board of Directors.

ARTICLE II
Authority

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE III
Purposes

The Company is organized to promote the development of young athletics and to assist with helping them procure scholarships for college. The Company may engage in any activity lawful under the Florida Not-For-Profit Corporation Act.

ARTICLE IV
Qualification of Members

Section 1. Qualification. The membership of this Corporation shall constitute the persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

Section 2. Voting Rights. Members shall not be entitled to vote except as provided in these Articles, the Bylaws, or as and when, if ever, determined by the Board of Directors by their sole discretion.

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Section 3. No Vesting. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation.

Section 4. No Liability. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE V
Incorporator

The name and address of the incorporator is:

David M. Wells
c/o McGuire, Woods, Battle & Boothe LLP
50 N. Laura Street
Suite 3300
Jacksonville, FL 32202

ARTICLE VI
Board of Directors

Section 1. Number of Directors. The number of directors of the Corporation shall be determined in accordance with the Bylaws but shall never be less than three (3).

Section 2. Election. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. Initial Directors. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation, are:

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<u>Name</u>	<u>Address</u>
Janet Wells	329 Parkridge Avenue Orange Park, Florida 32065
Beverly Ramos	329 Parkridge Avenue Orange Park, Florida 32065
Marissa Elias	329 Parkridge Avenue Orange Park, Florida 32065

ARTICLE VII
Amendments

These Articles of Incorporation may be amended by a majority vote of the Directors at any meeting at which a quorum is established.

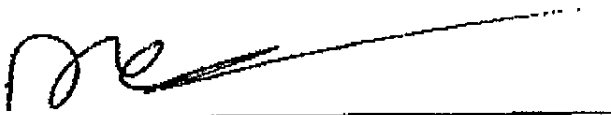
ARTICLE VIII
Registered Agent

The street address of the initial registered office of this corporation shall be at 50 N. Laura Street, 3400 Barnett Center, 50 N. Laura Street, in the City of Jacksonville, County of Duval, State of Florida, and the name of the original registered agent at that address shall be RAX CO.

ARTICLE IX
Indemnification

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set my hand and seal this 9 day of February, 2000, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



DAVID M. WELLS

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not for Profit Corporation Act, the following is submitted, in compliance with said statute:

That Cheer One All Stars of Orange Park, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.0501, *Florida Statutes*.

RAX CO., a Florida corporation

Dated: 2/9/00By: 

Halcyon E. Skinner, President

00 FEB 10 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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