

CAPITAL CONNECTION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA NON-PROFIT CORPORATION

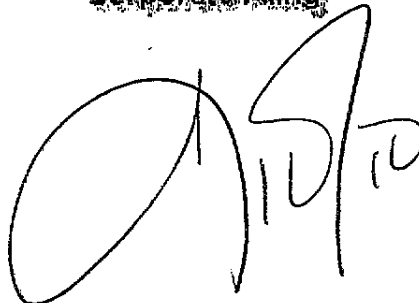
CHERRY STREET GYM INC.

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Capital Connection, Inc.

H02000210804 9

ARTICLES OF INCORPORATION

OF

CHERRY STREET GYM INC.

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SECRETARY OF STATE

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **CHERRY STREET GYM INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 385 Cherry St., Monticello, FL 32345.

ARTICLE III: PURPOSE

The specific nature of business of this non profit corporation is an amateur boxing gym to help keep kids out of trouble. Membership is free.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

H02000210804 9

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is David W. Collins, Esq.; 310 N. Jefferson St., Monticello, FL 32345.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is Orienthia Thompson, Hopkins Thompson, Burnette Thompson, 385 Cherry St., Monticello, FL 32345.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE X: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of October 2002.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"

Stacey Leggett

H02000210804 9

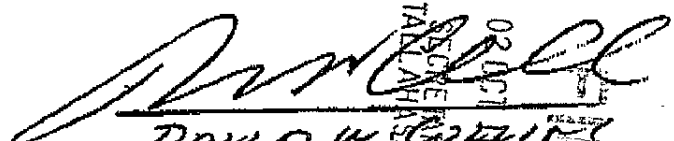
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: CHERRY STREET GYM INC.

2. The name and street address of the registered agent and office is: DAVID W.
COLLINS, Esq. 310 N. JEFFERSON
ST., Monticello, FL. 32345

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


DAVID W. COLLINS
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