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TRANSMITTAL LETTER

April 29, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

SUBJECT: To amend Articles of Incorporation of "United States Figure Skating Academy, Inc." (a Florida corporation not for profit).

Enclosed is the original and one copy of Amended and Restated Articles of Incorporation, a certificate of adoption and authorization of the restatement, and the Resolution of the Incorporators authorizing the trustees to so act, and a money order for \$87.50 (for filing fee, and certified copy of the restated articles).

FROM:

Laura Brehm
Laura Brehm, Chairman, Board of Trustees
United States Skating Academy, Inc.
102 Springhurst Circle
Lake Mary, FL 32746
(407) 324-0175

FILED
97 MAY -6 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/14/96

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

UNITED STATES FIGURE SKATING ACADEMY, INC.

FILED
97 MAY -6 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all of whom are citizens of the United States, desiring to form a Not-For-Profit Corporation under Chapter 617, Florida Statutes, do adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be "United States Skating Academy, Inc."

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be:
102 Springhurst Circle, Lake Mary, FL 32746

**ARTICLE III
PURPOSES**

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV
LIMITATION OF POWERS**

This corporation limits its powers granted by Chapters 607 and 617 of the Florida Statutes as follows:

Section 1. DEDICATION OF ASSETS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof.

Section 2. DEDICATION TO REFRAIN FROM POLITICAL ACTIVITY

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. DEDICATION TO TAX EXEMPT PURPOSES

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V LIMITATIONS UPON DISSOLUTION

This corporation shall exist perpetually unless dissolved in accordance with its Bylaws. If it is so dissolved, however, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI BYLAWS

The Bylaws of this corporation shall be made, altered, or rescinded by a majority vote of the Board of Trustees.

ARTICLE VII AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this corporation shall be amended or provisions added or adopted by a two-thirds vote of the members of the Board of Trustees present or voting by proxy at any meeting thereof, provided that notice thereof, which shall include the text of the change to the Articles of Incorporation has been furnished to each voting member of the corporation at least three (3) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of not-for-profit corporations.

ARTICLE VIII MANAGEMENT

Section 1. TRUSTEES

The affairs of this corporation shall be managed by a Board of Trustees. The initial number of directors of this corporation shall be three (3). The number of trustees may be increased or decreased from time to time according to the Bylaws of this corporation, but shall never be fewer than three (3). Trustees shall be elected or removed in accordance with the procedure described in the Bylaws of this corporation. The initial Trustees are listed in Exhibit A.

Section 2. OFFICERS

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. These officers shall be appointed by the Board of Trustees, and shall hold office in the manner provided in the Bylaws of this corporation.

ARTICLE IX STOCK

This corporation shall not issue stock.

ARTICLE X INITIAL REGISTERED AGENT

The name and street address of the initial registered agent is:

Laura A. Brehm
102 Springhurst Circle
Lake Mary, FL 32746

ARTICLE XI INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

Laura A. Brehm, Incorporator
102 Springhurst Circle
Lake Mary, FL 32746

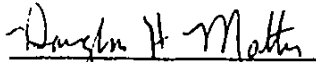
Douglas H. Mattis, Incorporator
1913 Virginia Drive
Orlando, FL 32803

Michael J. Hanley
8501 Redleaf Lane
Orlando, FL 32819

IN WITNESS WHEREOF, the undersigned Incorporators have subscribed their names under seal this 29th day of April, 1997.

Signatures of Incorporators:


Laura A. Brehm, Incorporator

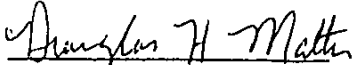

Douglas H. Mattis, Incorporator

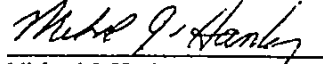

Michael J. Hanley, Incorporator

CERTIFICATE

The undersigned trustees of the United States Skating Academy, Inc., hereby certify that the attached Amendment and Restatement of Articles of Incorporation of United States Skating Academy, Inc. contain an amendment changing the name of the corporation from "United States Figure Skating Academy, Inc." to "United States Skating Academy, Inc.", that such amendment does not require member approval, and that the Board of Trustees has adopted said restatement.

Signed this 29th day of April, 1997, - Date of Adoption


Douglas H. Mattis, Trustee


Michael J. Hanley, Trustee


Laura A. Brehm, Chairman, Board of Trustees

EXHIBIT A
Organizational Meeting of
United States Figure Skating Academy, Inc.
April 29, 1997

Pursuant to Section 617.0205(2) of the Florida Statutes authorizing an organizational meeting of incorporators to be conducted by written consent, and to effect the intent of Section 617.0205(1)(b)(2), the undersigned incorporators of the United States Figure Skating Academy, Inc. do make the following resolution:

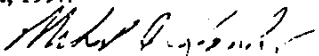
RESOLVED: That the following individuals are duly elected by unanimous vote to serve as trustees of the United States Figure Skating Academy, Inc.:

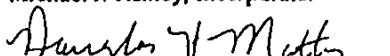
Laura A. Brehm, Chairman of the Board of Trustees
102 Springhurst Circle
Lake Mary, FL 32746
(407) 324-0175


Douglas H. Mattis, Trustee
1913 Virginia Drive
Orlando, FL 32803

Michael J. Hanley, Trustee
8501 Redleaf Lane
Orlando, FL 32819

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names this 29th day of April, 1997.


Michael J. Hanley, Incorporator

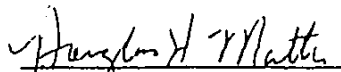

Douglas H. Mattis, Incorporator

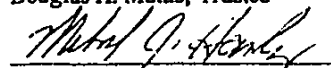

Laura A. Brehm, Incorporator

**Actions of Board of Trustees Without a Meeting
United States Figure Skating Academy, Inc.
April 29, 1997**

We, the undersigned Trustees of the United States Figure Skating Academy, Inc., do hereby resolve that the name of the corporation, "United States Figure Skating Academy, Inc.," be changed to "United States Skating Academy, Inc.," and that Amended and Restated Articles of Incorporation reflecting this change be filed with the Secretary of State.

Signed this 29th day of April, 1997,


Douglas H. Mattis, Trustee


Michael J. Hanley, Trustee


Laura A. Brehm, Chairman, Board of Trustees