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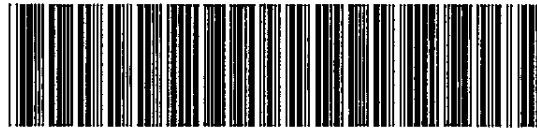
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DIVISION OF REVENUE  
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LAW OFFICES OF  
WILLIAM J. KANANACK

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WASHINGTON, DC 20007  
wjklaw@farkasmorse.com

April 28, 2006

Department of State  
Division of Corporations  
PO Box 6237  
Tallahassee, FL 32314

Re: ALL STAR REBELS CHEERLEADING, INC.

To Whom It May Concern:

I have enclosed for processing by the Department of State, Division of Corporations, one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced corporation. Also enclosed is a check for seventy-eight and 75/100 dollars (\$78.75) made payable to the Department of State to cover the cost of filing the Articles and for a certification as to their authenticity.

Please call me if you have any questions.

Thank you.

Sincerely yours,



William J. Kananack

C: ALL STAR REBELS CHEERLEADING, INC.

**ARTICLES OF INCORPORATION  
OF  
ALL STAR REBELS CHEERLEADING, INC.**

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DIVISION OF CORPORATIONS  
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ARTICLE I  
NAME

The name of the Corporation is ALL STAR REBELS CHEERLEADING, INC.,  
["Corporation"].

ARTICLE II  
PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 1765 Sandy Creek  
Lane, Malabar, FL 32950.

ARTICLE III  
PURPOSE OF CORPORATION

The general nature of the business transacted by Corporation and the purposes  
for which this Corporation is formed are as follows:

A. To engage in every phase and aspect of the business as determined by  
the Board of Directors from time to time including, without limitation, the manufacture,  
design, construction, ownership, use, purchase, sale or lease, of articles and property of  
all kinds and to render services of all kinds, and to engage in any lawful act or activity  
for which corporations may be organized under the laws of the United States and the  
State of Florida.

B. To invest the funds of this Corporation in real estate, mortgages, stocks,  
bonds, or any other type of investment, and to own real and personal property  
necessary to the operation of the Corporation.

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C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation.

ARTICLE IV  
TERM OF EXISTENCE

The Corporation shall commence as of the date these Articles are filed with the Florida Department of State, Division of Corporations. Thereafter, the Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V  
CORPORATE CAPITALIZATION

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$.01 per share.

B. The Board of Directors of the Corporation may authorize, from time to time, the issuance of shares of common stock for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in these Articles of Incorporation, as amended, the Bylaws of the Corporation, or the applicable provisions of Chapter 607 of the Florida Statutes.

ARTICLE VI  
VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE VII  
REGISTERED AGENT

The Registered Agent of the Corporation shall be Joan Rosaci, whose business office is identical with the Corporation's registered office set forth below.

ARTICLE VIII  
ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation is 1765 Sandy Creek Lane, Malabar, FL 32950.

ARTICLE IX  
BOARD OF DIRECTORS

A. The business of this Corporation shall be managed by the Board of Directors. The Board of Directors shall have one (1) Director.

B. The number of Directors may be either increased or diminished from time to time by the Bylaws, adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street addresses of the initial members of the Board of Directors to hold office for the next calendar year, or until successors are elected or appointed and have been qualified, are:

<u>Name</u>	<u>Street Address</u>
Joan Rosaci	1765 Sandy Creek Lane Malabar, FL 32950

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ARTICLE X  
BYLAWS

The power to adopt, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the shareholders. The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XI  
INDEMNIFICATION

This Corporation shall to the fullest extent permitted by law, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to actions in an official capacity, or to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XII  
SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting of the Corporation.

ARTICLE XIII  
INCORPORATOR

The name and addresses of the Incorporator filing these Articles of Incorporation with the Secretary of State is as follows:

<u>Name</u>	<u>Street Address</u>
Joan Rosaci	1765 Sandy Creek Lane Malabar, FL 32950

ARTICLE XIV  
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter permitted by the Florida Statutes.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on this 28<sup>th</sup> day of April, 2006.

  
\_\_\_\_\_  
JOAN ROSACI, INCORPORATOR

**STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

The name of the Corporation is:

**ALL STAR REBELSCHEERLEADING, INC.**

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

Name

Street Address

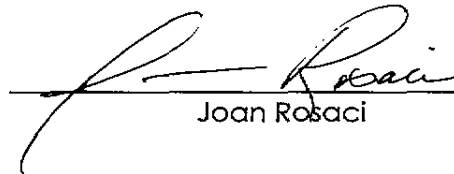
Joan Rosaci

1765 Sandy Creek Lane  
Malabar, FL 32950

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

I hereby accept appointment and agree to act in the capacity of the registered agent of **ALL STAR REBELSCHEERLEADING, INC.**, at the initial registered office of this Corporation as set forth above. 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.

Dated this 28<sup>th</sup> day of April, 2006.

  
Joan Rosaci

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