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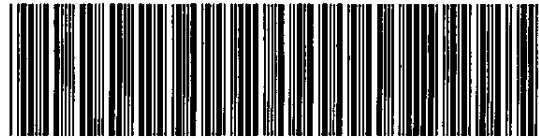
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Colleen A. White

Attorney at Law, Certified Mediator & Qualified Arbitrator
Telephone (904)242-8828 or 242-4955 fax 242-4058

P.O. Box 50031
Jacksonville Beach, FL 32240

1168 1st Avenue North
Jacksonville Beach, FL 32250

February 24, 2007

New Filings Section
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

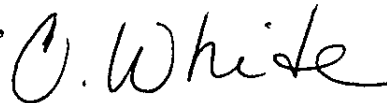
RE: ATHLETES IN MOTION GYM & CHEER, INC.

Dear Sir or Madam:

I have enclosed an original and two copies of the Articles of Incorporation, an attorney's check in the amount of \$87.50 and the Certificate of Registered Agent for the filing of the above corporation.

I appreciate your assistance in this matter.

Sincerely,



Colleen A. White, Esq

CAW/sn
cc: Mr. & Mrs. McLaughlin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATHLETES IN MOTION GYM & CHEER, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I
NAME

The name of the corporation shall be: Athletes In Motion Gym & Cheer, Inc.

Article II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be: 1168 1st Avenue North, Jacksonville Beach, FL 32250.

Article III
STOCK

The Number of shares the corporation is authorized to issue is one hundred (100), all of which shall be of the same class, shall be of the par value of \$1.00 per share, and shall be designated common stock.

The capital of the corporation shall be at least equal to the sum of the aggregate par value of all of the issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

Shareholders shall have no preemptive rights and cumulative voting shall not be permitted.

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restriction on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Article IV
REGISTERED OFFICE AND AGENT**

The address of the corporation's initial registered office and the name of the initial registered agent is Colleen A. White, Attorney at Law, 1168 1st Avenue North, Jacksonville Beach, FL 32250 or P.O. Box 50031, Jacksonville Beach, Florida 32240-6670.

**Article V
INCORPORATORS**

The name and street address of the incorporator to the corporation is: Colleen A. White, Attorney at Law, 1168 1st Avenue North, Jacksonville Beach, FL 32250 or P.O. Box 50031, Jacksonville Beach, Florida 32240-6674.

**Article VI
DIRECTORS**

The number of the initial Board of Directors shall be Two (2). The number of Directors may be increased or decreased from time to time by bylaws adopted by the shareholders. The names and residences of the Directors for the first years and until their successors shall have been elected and shall have accepted office are as follows:

Erica Oreair McLaughlin - President,
Erica Oreair McLaughlin - Vice President
Richard Glynn McLaughlin Jr. - Secretary/Treasure
1168 First Avenue North
Jacksonville Beach, FL 32250

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

A. Adopt the initial Bylaws of the corporation. Further the Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

B. In general, to manage the affairs of said corporation in such a manner as shall be deemed advisable by said Board.

Article VII PURPOSE

The purpose for which the corporation is organized is as follows: to teach and coach gymnastic and cheerleading.

Article VIII POWERS

The Corporation shall have all of the common law and statutory powers of a corporation for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law.


Article IX LIABILITY

The Board of Directors of this Corporation is hereby specifically authorized to make provision of indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article X TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 24 day of February, 2007.


Colleen A. White, Esq., INCORPORATOR


**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Section 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Athletes In Motion Gym & Cheer, Inc. desiring to organize or qualify under the laws of the State of Florida hereby designates Colleen a. White, Esq., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1168 First Avenue North, Jacksonville Beach, FL 32250.

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations on my position as registered agent.

Dated this February 24, 2007.



Colleen A. White, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA