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Division of Corporations
Fax Number : (850) 617-6381

From:

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Account Number : 075500004387
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FLORIDA PROFIT/NON PROFIT CORPORATION

Stars Gymnastics, Inc.

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DIVISION OF CORPORATION

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8/27/08

H08000202071 3

**ARTICLES OF INCORPORATION
OF
STARS GYMNASTICS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is **STARS GYMNASTICS, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is 12306 Twin Branch Acres Road Tampa, Florida 33626

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 100 shares of common stock.

**ARTICLE V
INITIAL BOARD OF DIRECTORS AND OFFICERS**

The Corporation shall have initially three (3) directors to hold office until the first annual meeting of shareholders and until his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The name, title and address of the initial directors and officers of the Corporation are:

Richard A. DeSantis,
Director and President
12306 Twin Branch Acres Road
Tampa, FL 33626

Christian Gochenour
Director and Vice-President

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1026 Wild Rose Drive
Lutz, Florida 33549

Daniel J. Petritis
Director and Treasurer
1026 Wild Rose Drive
Lutz, Florida 33549

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Robert R. Warchola
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard, Suite 2800
Tampa, Florida 33602

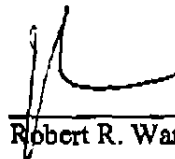
ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporation is Robert R. Warchola, 101 E. Kennedy Boulevard, Tampa, Florida 33602.

ARTICLE VII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26th day of August, 2008.



Robert R. Warchola, Incorporator

H08000202071 3

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned 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 STARS GYMNASTICS, INC.
2. The name and street address of the registered agent and office in the State of Florida are:

Robert R. Warchola
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Robert R. Warchola, Registered Agent

Dated: August 26, 2008

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