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March 8, 1995

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

Re: Gymnastics America, Inc.

Gentlemen:

Enclosed are two originals of the Articles of Incorporation of Gymnastics America, Inc. Please file the Articles and return a certified copy to me. My check in the amount of \$122.50 is enclosed to cover the costs.

Thank you for your assistance in this matter. If you have any questions, please call me.

Sincerely,

*Michael K. Sapp*

Michael K. Sapp

MKS:fd  
Enclosures  
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ARTICLES OF INCORPORATION  
OF  
GYMNASTICS AMERICA, INC.

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ARTICLE I - NAME

The name of this Corporation is GYMNASTICS AMERICA, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 100,000 shares of the common stock at a par value of \$.01 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 2721 Chelsea Cove Drive, Jacksonville, Florida 32223. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Michael K. Sapp  
2721 Chelsea Cove Drive  
Jacksonville, Florida 32223

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Michael K. Sapp  
2721 Chelsea Cove Drive  
Jacksonville, Florida 32223

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

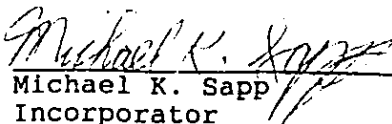
The street address of the initial registered office of this Corporation is 2721 Chelsea Cove Drive, Jacksonville, Florida 32223 and the name of the initial registered agent of this Corporation at that address is Michael K. Sapp.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

 (SEAL)  
Michael K. Sapp  
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for GYMNASTICS AMERICA, INC., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

  
Michael K. Sapp

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