

P95000052181

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P. O. BOX 5124
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KIM MARIE MURANO
PAUL J. WATERS
PHILIP M. COHEN
BRIET T. JARDINE

June 19, 1995

*HERNANDO RESIDENT PARTNER

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

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-06/21/95--01092--005
****122.50 ****122.50

Re: Articles of Incorporation
Stars & Stripes Gymnastics Academy, Inc.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

Ronald G. Wendel
Ronald G. Wendel

RGW/lbs

Enclosures

#9997

DMC 7/6/95
W95-12890
1109

FILED
95 JUN 23 PM 3:00
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1995

TEW, ZINOBER, BARNES, ZIMMET & UNICE ATTORNEYS AT LAW
ATTN: RONALD G. WENDEL
P.O. BOX 5124
CLEARWATER, FL 34618-5124

SUBJECT: STARS & STRIPES GYMNASTICS ACADEMY, INC.
Ref. Number: W95000012890

We have received your document for STARS & STRIPES GYMNASTICS ACADEMY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 995A00030970

attn: Doris McDuffie

*Tew, Zinber, Barnes, Zimmet & Unice is
a registered fictitious name.*

*Please back date filing to date of
this letter.*

Thank You

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

JUN 23 1995

ARTICLES OF INCORPORATION
FOR
STARS & STRIPES GYMNASTICS ACADEMY, INC.

FILED

95 JUN 23 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Stars & Stripes Gymnastics Academy, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Tew, Zinober, Barnes, Zimmet & Unice. The street address of the initial registered office of the corporation for service of process shall be 2655 McCormick Drive, Clearwater, Florida 34619.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Geraldine Gambatese

10220 Casey Drive
New Port Richey, FL 34654

ARTICLE VII - INCORPORATOR

The name and address of each Incorporator of the corporation is

Geraldine Gambatese

10220 Casey Drive
New Port Richey, FL 34654

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 2035 Broad Street, Masaryktown, Florida 34609. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock

of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of June, 1995.


Geraldine Gambatese

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12th day of June, 1995, by Geraldine Gambatose, who is personally known to me or who has produced Florida Drivers License # H 513-293-52-744-0 (type of identification) as identification and who did (did not) take an oath.

Mary Anne Hypes
Signature of Person Taking Acknowledgment

MARY ANNE HYPES
Name of Acknowledger Typed, Printed or Stamped

(NOTARY SEAL)


Notary Public, State of Florida

Notarial Serial Number _____

Mary Anne Hypes
Notary Public, State of Florida
My Comm. Expires 11/2/97
Comm. No. CC319214
Bonded Thru Allstate

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.034, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Stars & Stripes Gymnastics Academy, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 17th day of June, 1995.


Ronald G. Wendel, Esquire
Tew, Zinober, Barnes, Zimmet & Unice
2655 McCormick Drive
Clearwater, FL 34619
(813) 799-2882

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95 JUN 23 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA