

7455 STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0191 FAX

800-342-8086



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RECEIVED FROM: [illegible]

DATE RECEIVED: [illegible]

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ORDER NO. : [illegible]

ORDER TYPE : [illegible]

ORDER NO. : [illegible]

ORDER NO. : [illegible]

CUSTOMER: Mrs. LACARDO, C. [illegible]
ROYAL FLORIDA RYLA [illegible]
S. SULLIVAN
625 HILLBURY DRIVE, OLD FLOOR
P.O. BOX 10000
BOSTON, MA 02111

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-05/08/96-01062-012
***78.75 ***78.75

RECEIVED FROM: [illegible]

NAME: USA CHEERLEADING FEDERATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

Dmc 5/10/96

FILED
95 MAY -8 AM 8:19
RECEIVED
95 MAY -8 PM 1:32
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
USA CHEERLEADING FEDERATION, INC.

FILED
96 MAY -8 AM 0:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be USA Cheerleading Federation, Inc. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 142 Spyglass Lane, Jupiter, Florida 33469.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations

organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is Wilton L. White.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are as follows:

George Shinn	142 Spyglass Lane Jupiter, Florida 33469
Wayne DeBlander	100 Hive Drive Charlotte, North Carolina 28217
Spencer Stolpin	100 Hive Drive Charlotte, North Carolina 28217

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director or any

Former officer or director, to the full extent permitted by law.

ARTICLE XI
Incorporator

The name and address of the person signing these Articles are as follows: Wilton L. White, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of May, 1996.

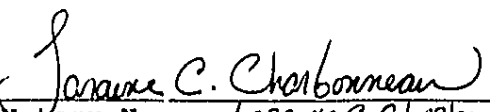


Wilton L. White

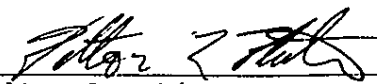
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7th day of May, 1996, by Wilton L. White, as Incorporator of USA Cheerleading Federation, Inc., on behalf of the Corporation, and he is personally known to me or has produced _____ as identification and did take an oath.




Notary Name: LARAIN C. CHARBONNEAU
Notary Public
Serial (Commission) Number _____
(if any) _____

I hereby accept appointment as Registered Agent of USA Cheerleading Federation, Inc., as provided in Article VII, hereof.



Wilton L. White
Registered Agent