

P96000091987

PAPPAS METCALF & JENKS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

200 WEST FORBETH STREET - SUITE 1400
JACKSONVILLE, FLORIDA 32202-4327

GARY B. DAVENPORT
THOMAS M. JENKS
ROBERT A. LEAPLEY, JR.
JOHN G. METCALF
FRANK E. MILLER
M. LYNN PAPPAS
SHARON H. PARKS
MARK A. REINSCH

TELEPHONE
10041373-1080
TELECOPY
10041373-1017

FILED STATE
CORPORATIONS
NOV - 6 PM 12:10

November 5, 1996

VIA FEDERAL EXPRESS

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

00001937830--3
-11/06/96--01056--011
****122.50 ****122.50

Re: *United Gymnastics, Inc.*

Dear Sir/Madam:

Enclosed please find our firm check in the amount of \$122.50 for filing the enclosed Articles of Incorporation for United Gymnastics, Inc. The check includes payment for (i) filing fee of \$35.00, (ii) registered agent fee of \$35.00 and (iii) certified copy fee of \$52.50. I've also enclosed a duplicate original of the Articles to be stamped with the filing information.

Should you have any questions or need any further information, please do not hesitate to contact me.

Sincerely,

Katy Vega
Legal Assistant

/kv
Enclosures
cc: Mark A. Reinsch, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV - 6 PM 12:11

ARTICLES OF INCORPORATION

OF

UNITED GYMNASTICS, INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

Article I

Name and Initial Principal Office Address

Section 1.1. Name. The name of the corporation is United Gymnastics, Inc. The principal office of the Corporation shall be located initially at 2743 Hollybay Road, Orange Park, Florida 32073.

Article II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

Article III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of ten cents (\$.10) per share.

Article V

Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 2700 Lake Shore Boulevard, Jacksonville, Florida 32210 and the name of the initial registered agent at that address is Gayle S. Reinsch.

Article VI

Directors

Section 6.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The names and street addresses of the members of the first Board of Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Hella McCrorie	2743 Hollybay Road Orange Park, Florida 32073
James A. McCrorie	2743 Hollybay Road Orange Park, Florida 32073

Section 6.3. Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of its directors, officers, employees and agents to the full extent permitted by law.

Article VII

Incorporator

Section 7.1. Name and Address. The name and street address of the incorporator of this corporation is:

Hella McCrorie
2743 Hollybay Road
Orange Park, Florida 32073

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 2nd day of November, 1996.

Hella M^c Crorie
Hella McCrorie

STATE OF FLORIDA

COUNTY OF ~~ST. JOHNS~~ DUVAL

The foregoing instrument was acknowledged before me by Hella McCrorie, personally known by me or who produced _____ as identification, this 2nd day of November, 1996.

Mark A. Reinsch
Notary Public, State of Florida
My Commission Expires: _____



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -6 PM 12:11

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is United Gymnastics, Inc.
2. The name and address of the registered agent and office of the Corporation is:

Gayle S. Reinsch
2700 Lake Shore Boulevard
Jacksonville, Florida 32210

Date: 11/2/96

Hella Mc^e Crorie
Hella McCrorie
Its: Incorporator

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

Gayle S. Reinsch
Gayle S. Reinsch
Date: 11/2/96