

J. THOMAS GURNEY, JR.  
LEON H. HANDLEY  
RICHARD W. LASSITER  
JOHN L. BELL  
DAVID W. ROQUEMORE, JR.  
ROBERT S. GREEN  
W. MARVIN HARDY, III  
RONALD L. HARROP  
FRANCIS E. PIERCE, III  
PETER N. SMITH  
RICHARD E. DUNEGAN  
DAVID B. FALSTAD  
J. G. HAIRD  
STEVEN H. HESTON  
PAUL D. RAY, JR.

*Gurney & Handley, P.C.*  
ATTORNEYS AND COUNSELORS AT LAW

TWO LANDMARK CENTER  
225 EAST ROBINSON STREET  
SUITE 450  
P.O. BOX 1273  
ORLANDO, FLORIDA 32802-1273  
TEL. 407 / 843-9500  
FACSIMILE 407 / 842-4941

\*ALSO MEMBER OF GA BAR  
\*ALSO MEMBER OF CT BAR

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CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Office of the Secretary of State  
Department of State  
The Capitol  
Tallahassee, Florida 32399-0240

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Re: National Cheer Classic, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above corporation and our check in the amount of \$70.00 for filing.

Thank you for your assistance in this matter.

Yours very truly,

*Richard Dunegan*  
RICHARD DUNEGAN

RD:j  
Enclosures

FILED  
96 NOV 13 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

11/18

ARTICLES OF INCORPORATION  
OF  
NATIONAL CHEER CLASSIC, INC.

FILED  
96 NOV 13 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. NAME

The name of the corporation is:

NATIONAL CHEER CLASSIC, INC.

The principal place of business of this corporation shall be:

279 Tigerlily Court, Altamonte Springs, Florida 32714

Article 2. DURATION

The duration of the corporation is perpetual.

Article 3. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article 4. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of single class and shall have a par value of \$1.00 per share.

Article 5. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Corporation is 225 East Robinson Street, Suite 450, P.O. Box 1273, Orlando, Florida 32802-1273.

Article 6. INITIAL BOARD OF DIRECTORS

The number of Officers/Directors is one. The number of directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the Initial Officer/Board of Directors of the corporation is as follows:

Sherri Viersen                      279 Tigerlily Court  
Altamonte Springs, Florida 32714

Article 7. INCORPORATOR

The name and address of the Incorporator is as follows:

Richard Dunegan  
Gurney & Handley, P.A.  
225 East Robinson Street, Suite 450  
Post Office Box 1273  
Orlando, Florida 32802-1273

Article 8. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed, are:

Sherri Viersen  
279 Tigerlily Court  
Altamonte Springs, Florida 32714  
  
President/Secretary/Treasurer

Article 9. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify as a "Subchapter S Corporation" under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

Article 10. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

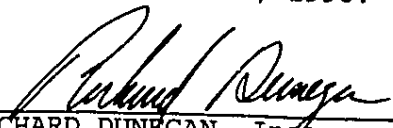
Article 11. BY-LAWS

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

Article 12. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 11<sup>th</sup> day of November, 1996.

  
\_\_\_\_\_  
RICHARD DUNEGAN, Incorporator

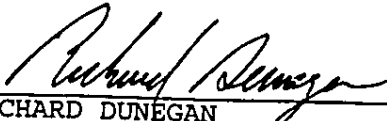
DESIGNATION OF RESIDENT AGENT

NATIONAL CHEER CLASSIC, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, had and does by these presents name RICHARD DUNEGAN, located at 225 East Robinson Street, Suite 450, Post Office Box 1273, Orlando, Florida 32802-1273, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above-named corporation, at the place designated in the above state, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

Dated this 11<sup>th</sup> day of November, 1996.

  
\_\_\_\_\_  
RICHARD DUNEGAN  
Registered Agent

**FILED**  
96 NOV 13 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA