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ACCOUNT NO. : 072100000032

REFERENCE : 519610 7135588

AUTHORIZATION : *Patricia Pujato*

COST LIMIT : \$ 122.50

ORDER DATE : September 5, 1997

ORDER TIME : 11:0 AM

ORDER NO. : 519610-005

700002286147--3

CUSTOMER NO: 7135588

CUSTOMER: Ms. Ellen Rose
THERREL BAISDEN, P.A.

Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

DOMESTIC FILING

NAME: AERIAL'S GYMNASTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
91 SEP-5 PM 2:18
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SN SEP - 5 1997

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FILED

ARTICLES OF INCORPORATION
OF
AERIAL'S GYMNASTICS, INC.
SEP -5 PM 2:18
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the corporation is AERIAL'S GYMNASTICS, INC.

ARTICLE II
Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 5th day of September, 1997.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: SunTrust International Center, One S.E. Third Avenue, Suite 2400, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Ellen Rose, Esq.

ARTICLE VI
Initial Board of Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time

by the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is: Ellen Rose, SunTrust International Center, One S.E. Third Avenue, Suite 2400, Miami, Florida 33131.

ARTICLE VII
Incorporator

The name and address of the person signing these Articles is: Ellen Rose, Esq., SunTrust International Center, One S.E. Third Avenue, Suite 2400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 4th day of Sept., 1997.

Ellen Rose
Ellen Rose, Incorporator

STATE OF FLORIDA:

SS:

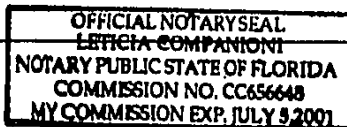
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 4th day of Sept., 1997, by Ellen Rose, Esq., who is personally known to me ~~or who has produced~~ _____ as identification.

Leticia Companion!
Notary Public, State of Florida
at Large

Leticia Companion!
Type/Print/or Stamp Name of Notary

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

AERIAL'S GYMNASTICS, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that AERIAL'S GYMNASTICS, INC., desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden, P.A., SunTrust International Center, One S.E. Third Avenue, Suite 2400, Miami, Florida 33131, has named Ellen Rose, Esq., located at SunTrust International Center, One S.E. Third Avenue, Suite 2400, Miami, Florida 33131, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Ellen Rose

Ellen Rose

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TALLAHASSEE FLORIDA