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October 3, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Our File No. 97-20565
Malik/Rhythmic Gymnastics and Dance of Boca, Inc.
Incorporation

Gentlemen:

Enclosed are two (2) original Articles of Incorporation and the Registered Agent form of Rhythmic Gymnastics and Dance of Boca, Inc., together with a check in the amount of Seventy Dollars (\$70.00), representing:

Filing Fees:	\$35.00
Registered Agent:	\$35.00

Please return a file-stamped copy of the Articles of Incorporation and Registered Agent form to the undersigned.

Thank you.

Very truly yours,

Kenneth A. Wenzel
Kenneth A. Wenzel

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KAW/lcd
Enclosures (3)

cc: Pamela Malik

DMC
10-8-97

FILED
97 OCT -6 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RHYTHMIC GYMNASTICS AND DANCE OF BOCA, INC.

FILED
97 OCT -6 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this Corporation is RHYTHMIC GYMNASTICS AND DANCE
OF BOCA, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be
105 Oregon Lane, Boca Raton, Florida 33487.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 105 Oregon
Lane, Boca Raton, Florida 33487.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business
permitted under the laws of the United States and the State of
Florida.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, 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 issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 105 Oregon Lane, Boca Raton, Florida 33487, and the name of the initial registered agent of this Corporation at that address is PAMELA MALIK.

ARTICLE 8

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is PAMELA MALIK, 105 Oregon Lane, Boca Raton, Florida.

ARTICLE 9

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 2nd day of October, 1997.

Pamela J. Malik
PAMELA MALIK, Incorporator

CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR

RHYTHMIC GYMNASTICS AND DANCE OF BOCA, INC.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following
is submitted:

RHYTHMIC GYMNASTICS AND DANCE OF BOCA, INC., desiring to
organize under the laws of the State of Florida, with its
registered office as indicated in the Articles of Incorporation,
has named PAMELA MALIK, located at 105 Oregon Lane, City of Boca
Raton, County of Palm Beach, State of Florida, as its registered
agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this Certi-
ficate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the
proper and complete performance of my duties and I accept the
duties and obligations as set forth in Section 607.0505, Florida
Statutes.


PAMELA MALIK