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WILLIAM H. CHANDLER  
1920-1992

May 18, 1998

Office of the Secretary of State  
Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

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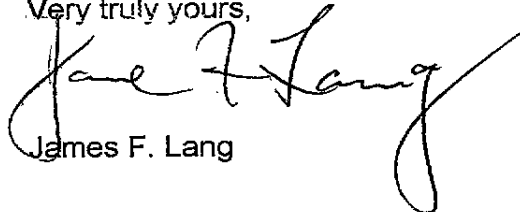
RE: Rising Star Gymnastics Academy, Inc.  
Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business, which we respectfully request be filed on behalf of our client. A check in the amount of \$70.00 accompanies these enclosures, said amount representing for profit corporation filing fee and registered agent designation. No certified copies are requested. However, we would appreciate the return of a copy of the Articles with the filing information stamped thereon for our records.

Thank you in advance for your cooperation and assistance in this matter. In the event there is anything further you require from this office prior to incorporation of Rising Star Gymnastics Academy, Inc., please do not hesitate to contact the undersigned.

Very truly yours,

  
James F. Lang

JFL/lez  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 19 PM 12:00

5-21-98  
WS

**ARTICLES OF INCORPORATION**  
**OF**  
**RISING STAR GYMNASTICS ACADEMY, INC.**

FILED STATES  
SECRETARY OF CORPORATIONS  
98 MAY 19 PM 12:00

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I - NAME**

The name of this corporation shall be: **RISING STAR GYMNASTICS ACADEMY, INC.**

**ARTICLE II - DURATION OF EXISTENCE**

The corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the following:

(a) To acquire the goodwill, rights, property, and assets of all kinds, to undertake the whole or any part of the liabilities of any person, firm, association, or corporation, in such terms and conditions as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.

(b) To buy, sell, deal in, lease, hold, or improve real estate and buildings of various kinds, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire by purchase, lease, hire, or otherwise, lands, tenements, buildings and hereditaments, or other property of the company.

(c) To buy, sell, deal in, construct, build, lease, hold, or improve apartments, houses, rental units of various kinds and types, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, or to build and construct lands, tenements, buildings, apartment units, hereditaments, or any interest therein, and to improve the same and generally to hold, manage, deal with, and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, buildings, apartment units, hereditaments, or other property of the company.

(d) To do any and all acts and things, and to exercise any and all other powers conferred by the laws of Florida upon corporations formed under the provisions of Chapter 607, Florida Statutes, 1997, as amended, and which now or hereafter may be authorized by law.

(e) To acquire, own, sell, and otherwise dispose of and deal in mortgages of corporations and individuals.

(f) To purchase, hold, sell, improve, and lease real estate, and mortgage and encumber the same and to erect, manage, care for, and maintain, extend, and alter buildings thereon.

(g) To lend money when not contrary to the laws of the State of Florida at the legal rate of interest or less, and to accept as security thereon mortgages, pledges, assignments, or any other real, personal, or mixed property of every sort and nature.

(h) To act as agent in the lending of money when not contrary to the laws of the State of Florida at the legal rate of interest or less; and to accept as security thereon mortgages, pledges, assignments, or any other real, personal, or mixed property of every sort and nature.

(i) To engage in the operation, ownership, and management of shopping centers, apartment houses, motels, or any other type or form of property of every form and nature, and to own, buy, sell, lease, or exchange any properties of any kind for that purpose.

(j) To own and operate a gymnastics academy.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock outstanding at any one time shall be one thousand (1,000) shares, with par value of One Dollar (\$1.00) per share, all of one class, common, participating voting 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such stock is offered to others.

#### ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office and registered office of this corporation is 3301 N. W. 51<sup>st</sup> Place, Gainesville, FL 32605, and the name of the initial registered agent of the corporation at that address is Daniel K. Baker.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall not have less than one (1) director nor more than five (5) directors.

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as incorporators are as follows:

Name	Street Address
Daniel K. Baker	3301 N. W. 51 <sup>st</sup> Place Gainesville, FL 32605
Ashly J. Jones	3301 N. W. 51 <sup>st</sup> Place Gainesville, FL 32605

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation on this 13<sup>th</sup> day of May, 1998.

Signed, sealed, and delivered in our presence as witnesses:

Kleena L. Vogel  
Christina L. Vogel

Daniel K. Baker (SEAL)  
Ashly J. Jones (SEAL)

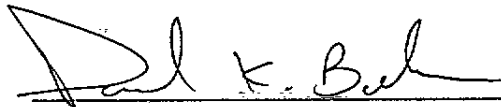
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **RIISING STAR GYMNASTICS ACADEMY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Gainesville, Alachua County, Florida, has named **Daniel K. Baker**, whose street address is 3301 N. W. 51<sup>st</sup> Place, Gainesville, FL 32605, and whose mailing address is 3301 N. W. 51<sup>st</sup> Place, Gainesville, FL 32605, as its agent to accept service of process.

**ACKNOWLEDGMENT:**

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



**Daniel K. Baker**  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 19 PM 12:00