

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000056326

Scorpions Allstar Cheer &
Gym, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 24 AM 10:36

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EFFECTIVE DATE

06-30-98

Signature _____

Requested by: CJS

Name _____

Date 6/24

Time 9:24

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File cert.

___ LTD Partnership File _____

___ Foreign Corp. File _____

___ L.C. File _____

___ Fictitious Name File _____

___ Trade/Service Mark _____

___ Merger File _____

___ Art. of Amend. File _____

___ RA Resignation _____

___ Dissolution / Withdrawal _____

___ Annual Report / Reinstatement _____

☒ Cert. Copy _____

___ Photo Copy _____

___ Certificate of Good Standing _____

___ Certificate of Status _____

___ Certificate of Fictitious Name _____

___ Corp Record Search _____

___ Officer Search _____

___ Fictitious Search _____

___ Fictitious Owner Search _____

___ Vehicle Search _____

___ Driving Record _____

___ UCC 1 or 3 File _____

___ UCC 11 Search _____

___ UCC 11 Retrieval _____

___ Courier _____

DIVISION OF CORPORATIONS

98 JUN 24 AM 12:20

RECEIVED

RD
06-24-98

**ARTICLES OF INCORPORATION
OF
Scorpions Allstar Cheer & Gym, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 24 AM 10:36

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Scorpions Allstar Cheer & Gym, Inc.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on June 30, 1998, and shall have perpetual existence.

ARTICLE III

EFFECTIVE DATE

06-30-98

Purposes

The general nature of the business to be transacted by this corporation and the general purposes for which the corporation is organized shall be as a studio for the teaching of dance, cheerleading, and gymnastics, and to engage in any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever. Furthermore, the corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of corporate policy.

(m) To pay pensions and establish and carry out pension

plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directory, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

ARTICLE VI

Registered Office Principal Address and Registered Agent

The principal address and the corporation's initial registered office address is 319 S. Washington Ave., Titusville, Florida and the name of the corporation's initial registered agent is Anita Polk, 319 S. Washington Ave., Titusville, Florida 32781. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the member thereof is as follows:

Name	Address
ANITA POLK	3133 Bailey Street P.O Box 616 Mims, Florida 32754

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X

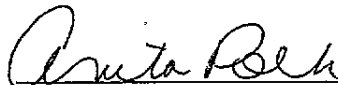
Indemnification

The Corporation shall indemnify, or advance reasonable expenses, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that they (i) are or were a director of the Corporation; (ii) are or were serving at the request of the Corporation as a director of another corporation; (iii) are or were an officer of the Corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that they are or were an officer, employee or agent of the Corporation, or are or were serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may

apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

INCORPORATOR:

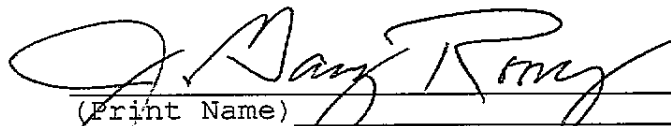

ANITA POLK
319 South Washington Avenue
Titusville, Florida 32781

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 22nd day of June, 1998, by ANITA POLK, who produced known to me as identification and who did take an oath.

WITNESS my hand and official seal and the date aforesaid.

NOTARY PUBLIC - STATE OF FLORIDA
J GARRY ROONEY
COMMISSION # CC645115
EXPIRES 5/7/2001
BONDED THRU ASA 1-888-NOTARY1


(Print Name) _____
Notary Public - State of Florida
My Commission Expires: _____

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Scorpions Allstar Cheer & Gym, Inc. with its principal place of business at 319 S. Washington Ave., City of Titusville, County of Brevard, State of Florida, has named ANITA POLK located at 319 S. Washington Ave., City of Titusville, County of Brevard, State of Florida, as its agent to accept service of process within Florida.

Anita Polk
ANITA POLK, Incorporator / President

Date: 6-22-98

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Anita Polk
ANITA POLK

Date: 6-22-98

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