

Nathaniel L. Barone, Jr.

ATTORNEY AT LAW

250 BIRD ROAD, SUITE 302

Coral Gables, Florida 33146

TEL: (305) 443-8868

FAX: (305) 443-5665

June 14, 1999

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

200002908872--9

-06/18/99-01066--020

****122.50 *****78.75

Re: THE CIRCUS GYM OF FLORIDA, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

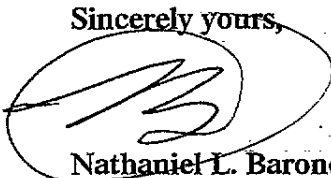
Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00

Total	\$122.50
-------	----------

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely yours,



Nathaniel L. Barone, Jr.

NLB/mda

Enclosures

FILED
99 JUN 18 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. BROWN JUN 21 1999

**ARTICLES OF INCORPORATION
OF
THE CIRCUS GYM OF FLORIDA, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is **THE CIRCUS GYM OF FLORIDA, INC.**

2. **PRINCIPAL OFFICE/MAILING ADDRESS.** The principal office and mailing address of the corporation is 1231 Pennsylvania Ave., Apt. #2, Miami Beach, Florida 33139.

3. **SHARES.** The number of shares the corporation is authorized to issue is 1000 shares, \$1.00 par value.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The name and street of the initial registered agent and office of the corporation is:

Allison Cooper
1231 Pennsylvania Ave., Apt. #2
Miami Beach, FL 33139

5. **INCORPORATORS AND INITIAL DIRECTOR.** The name and address of the incorporator and initial director is:

Allison Cooper
1231 Pennsylvania Ave., Apt. #2
Miami Beach, FL 33139

6. **PURPOSE.** The purpose of this corporation is to engage in any and all lawful business purpose allowed under the laws of the State of Florida and the United States of America.

7. **MEETING BY CONFERENCE TELEPHONE.** Members of the Board of Directors may participate in special, regular, and annual meetings of the Board of Directors by means of conference telephone or other similar communications equipment as provided by law.

8. **INDEMNIFICATION.** The corporation is empowered to indemnify any officer or director, or any former officer or director in the manner set forth and provided for in the bylaws of this corporation and pursuant to the provisions of Section 607.0880 of the Florida Statutes, as amended.

99 JUN 18 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

9. **AMENDMENT OF ARTICLES AND BYLAWS.** The power to adopt, alter, amend or repeal the Articles of Incorporation or Bylaws of this corporation shall be vested in the directors by a majority vote.

10. **INFORMATION ACTION OF DIRECTORS AND SHAREHOLDERS.**
If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a regular meeting of the Board of Directors or Shareholders.

11. **DIRECTOR CONFLICT OF INTEREST.**

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

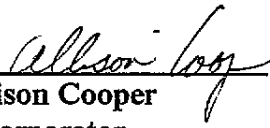
1. if the fact of such common directorship, officer ship or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officer ship or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

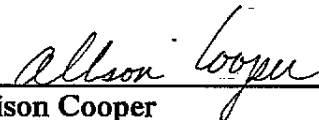
3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 14th day of June, 1999.


Allison Cooper
Incorporator

Having been named as resident agent for the above-stated corporation, 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 of Section 607.0505, Florida Statutes.


Allison Cooper
Resident Agent

FILED
99 JUN 18 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA