

ROBERT HERRERO, JR. & ASSOCIATES

Tax and Accounting Consultants

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August 17, 1999

Affiliations

American Accounting
Association

Florida Association of
Independent Accountants

National Association of
Tax Professionals

Public Accountants

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002965735--5
-08/20/99--01070--013
****122.50 *****78.75

Re: Tumblin' Tots Gymnastics, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 to cover the cost of filing same and a certified copy of the Articles. Please return the certified copy in the envelope provided.

Please contact our office if you have any questions.

Thank you for your cooperation in this matter.

Sincerely yours,


ROBERT HERRERO, JR. & ASSOCIATES

Enclosures

FILED
99 AUG 20 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TUMBLIN' TOTS GYMNASTICS, INC.

FILED
99 AUG 20 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be TUMBLIN' TOTS GYMNASTICS, INC.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 5384 N.W. 126th Drive, Coral Springs, FL 33076.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
1,000	\$1.00	Common

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is 5384 N.W. 126th Drive in the City of Coral Springs, Broward County, and the name of its initial

registered agent at such office is Ellen F. Caplan.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the members of the initial Board of Directors, who is to serve as the Corporation's director until their successors are duly elected and qualified is:

Ellen F. Caplan
5384 N.W. 126th Drive
Coral Springs, FL 33076

ARTICLE VI

The name of the Incorporator is Ellen F. Caplan and the address of the Incorporator is 5384 N.W. 126th Drive, Coral Springs, FL 33076.

ARTICLE VII

This Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this day of August, 1999.


Ellen F. Caplan

STATE OF FLORIDA)

SS:

BROWARD COUNTY)

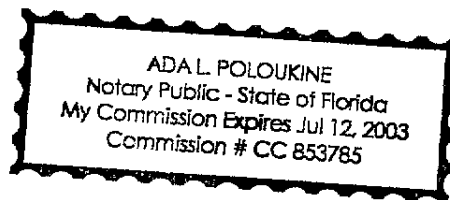
BEFORE ME, the undersigned authority, personannly appeared
Ellen F. Caplan, who is personally known to me or produced _____
_____✓_____ as identification and who did not take an oath.

WITNESS my hand and official seal in the State and County
aforesaid, this 17th day of August 1999.

Ada L. Poloukine

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Tumblin' Tots Gymnastics, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Ellen F. Caplan
ELLEN F. CAPLAN
Registered Agent

Dated: 8/17, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA