

**FIRST AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
STEEL CITY GYMNASTICS, LLC**

Pursuant to ALA. CODE § 10-12-11 (1999 Repl.), Steel City Gymnastics, LLC (the "Company") adopts the following Amendment to its Articles of Organization:

FIRST: The name of the Company is **Steel City Gymnastics, LLC**.

SECOND: The Articles of Organization of the Company were filed on June 7, 2001, in the office of the Judge of Probate of Shelby County, Alabama, and recorded as Instrument Number 2001-23218.

THIRD: The following amendments to the Company's Articles of Organization were adopted by the Company's members on February 28, 2002, in the manner provided by the Alabama Limited Liability Company Act:

A. Article VIII was deleted in its entirety and the following was substituted in lieu thereof:

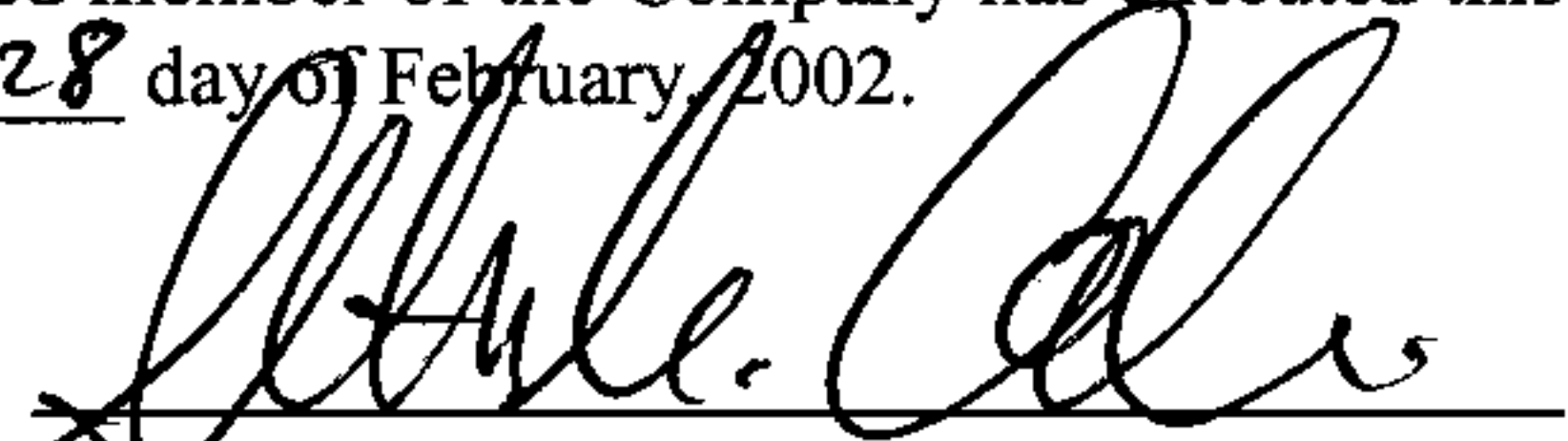
**"ARTICLE VIII
MANAGEMENT OF THE COMPANY"**

8.1 The Company shall be managed by one (1) manager who shall serve until his successor is duly elected and begins serving. The name and mailing address of the manager is as follows:

Stephen M. Collins	Post Office Box 248
	Helena, Alabama 35080"

FOURTH: Except as hereby amended, modified or changed, all items and provisions of the Company's Articles of Organization shall continue in full force and effect.

IN WITNESS WHEREOF, the undersigned member of the Company has executed this Amendment to the Articles of Organization on this 28 day of February, 2002.



Stephen M. Collins, a member of
Steel City Gymnastics, LLC

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SHELBY COUNTY JUDGE OF PROBATE
002 MEL 15.00

2002-12513

This instrument prepared by:
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