

This instrument prepared by:
Terry W. Gloor, Esq.
JOHNSTON, CONWELL & GLOOR, Suite 120
Two Chase Corporate Drive
Birmingham, AL 35244-1015

ARTICLES OF INCORPORATION
OF

AMERICAN GYMNASTICS ASSOCIATION, INC.

TO THE HONORABLE JUDGE OF PROBATE,
IN AND FOR SHELBY COUNTY, ALABAMA:

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

AMERICAN GYMNASTICS ASSOCIATION, INC.

2. The period for its duration is perpetual.

3. The purpose or purposes for which the corporation is organized are:

(a) To manage, operate and carry on any and all business dealings in respect to the instruction of gymnastics, dancing and cheernastics, of whatever kind and character, including, but not limited to, teaching, training, instructing, exhibiting, acquisition of equipment, promoting, advertising and conduct or participation in any and all gymnastic meets or in matters in connection therewith or incidental thereto.

(b) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal, in any manner, dispose of, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

(c) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouse, yards, merchandise stores, commissaries and all other installations of whatever character or description, together with

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the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(d) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation.

(e) To engage in the business of exploiting natural resources to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by-products derived therefrom.

(f) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(g) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(h) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(i) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(j) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(k) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, scrip, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the board of directors of the corporation (or any committee authorized to exercise the powers of the board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

(l) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and lease respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(m) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip, or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue any thereof.

(n) To enter into any plan or project for the assistance and welfare of its employees.

(o) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(p) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount,

in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign counties, subject to the laws of such state, district, territory, possession, colony or country.

(q) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, or any account whatsoever. Irrespective of any other profit, consideration, if any irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation which also owns stock in this corporation, or (C) in which this corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this corporation, or (E) in which any one or more persons who own stock in this corporation also own stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

(r) To carry on any other business in connection with the foregoing.

(s) To do any and all of the things therein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

4. The aggregate number of shares of stock which the corporation shall have authority to issue is 100 shares of common stock of the par value of One and No/100 Dollar (\$1.00) per share.

5. The address of the initial registered office of the corporation is 249 Marwood Lane, Birmingham, Alabama 35244; and the name of its initial registered agent at such address is David Louis Szabo.

6. The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

NAME

David Louis Szabo

ADDRESS

249 Marwood Lane
Birmingham, AL 35244

CHERYL J. Szabo

249 Marwood Lane
Birmingham, AL 35244

7. The name and principal office address of the officer designated by the incorporators to receive subscriptions to the capital stock of the corporation is: David Louis Szabo, 249 Marwood Lane, Birmingham, Alabama 35244.

8. The names and post office addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

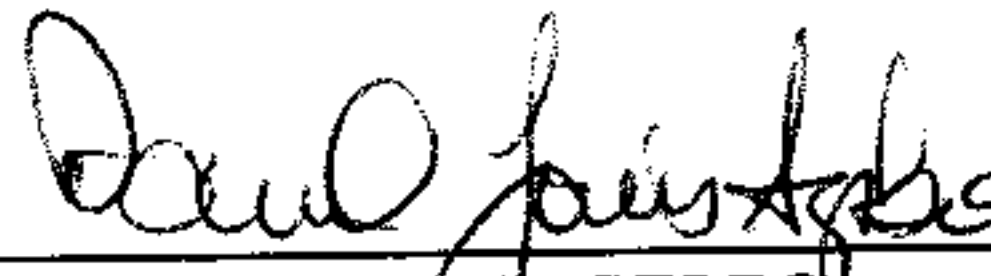
<u>NAME OF OFFICER</u>	<u>ADDRESS</u>	<u>OFFICE</u>
David Louis Szabo	249 Marwood Lane Birmingham, AL 35244	President
Cheryl J. Szabo	249 Marwood Lane Birmingham, AL 35244	Secretary

9. The name and address of the incorporators are: David Louis Szabo and Cheryl J. Szabo, 249 Marwood Lane, Birmingham, Alabama 35244.

10. The name and address of the shareholders of this corporation and the number of shares subscribed for them are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
David Louis Szabo	249 Marwood Lane Birmingham, AL 35244	49
Cheryl J. Szabo	249 Marwood Lane Birmingham, AL 35244	51

DATED: January 31, 1994.



DAVID LOUIS SZABO
Incorporator



CHERYL J. SZABO
Incorporator

STATE OF ALABAMA)
)
SHELBY COUNTY)

I, the undersigned, a Notary Public, in and for said State and County, hereby certify that DAVID LOUIS SZABO and CHERYL J. SZABO, whose names are signed to the foregoing ARTICLES OF INCORPORATION and who are known to me, acknowledged before me on this date, that, being informed of the contents of said ARTICLES OF INCORPORATION, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 31st day
of January, 1994.


NOTARY PUBLIC
My Commission Expires: 12-8-95

COR/SZABO.AOI

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

American Gymnastics Association, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Terry Gloor, Two Chase Corporate Drive, Birmingham, AL 35244-1015 for a period of one hundred twenty days beginning February 1, 1994 and expiring June 2, 1994.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 1, 1994

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

AMERICAN GYMNASTICS ASSOCIATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of AMERICAN GYMNASTICS ASSOCIATION, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of AMERICAN GYMNASTICS ASSOCIATION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of FEBRUARY, 19 94.

Thomas A. Snowden, Jr.

Judge of Probate

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