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Law Offices
SCOT A. SILZER



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25 September 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

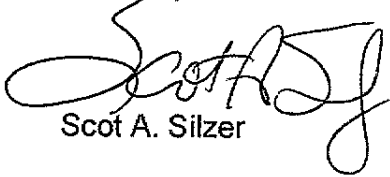
Re: Ballet Fedotov

Dear Sir/Madam:

Enclosed for filing are the original and a copy of the articles of Incorporation and filing fees of \$78.75. Please forward the certified copy to the undersigned at the address above.

Please call if you have any questions.

Sincerely,


Scot A. Silzer

SAS/ag
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. BLALOCK
OCT 3 2001

ARTICLES OF INCORPORATION
of
BALLET FEDOTOV, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the State of Florida in accordance with the provisions of Chapter 617, *Florida Statutes*, further adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Ballet Fedotov, Inc.

ARTICLE II

PRINCIPAL OFFICE

The place in this State where the principal office of this Corporation is to be located is Orlando, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. The principal address is 421 North Bumby Avenue, Orlando, Florida 32803.

ARTICLE III

PURPOSE

A. The Corporation is organized as a corporation not-for-profit under the laws of Florida to provide an entity responsible for the operation and administration of BALLET FEDOTOV, INC. situated in Orange County, Florida and to perform the acts and duties incident to the operations and management of the Corporation in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Corporation which will be adopted; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the land, the improvements and such other property, real and personal, as may become part of the Corporation to the extent necessary or convenient for the administration of the Corporation. The Corporation shall be conducted as a nonprofit organization.

B. Notwithstanding anything herein to the contrary, said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations under section 501 (c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

TERMS OF EXISTENCE

This Corporation shall commence as of the date of filing of these Articles with the Secretary of State and shall have perpetual existence. However, such existence shall not exceed any limitation required by Florida Statutes.

ARTICLE V

MEMBERSHIP

The membership of this Corporation shall be governed by the Bylaws of this Corporation.

ARTICLE VI

POWERS

The Corporation shall have all of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this Corporation is chartered, and all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the power, authority and right to:

A. Make and establish reasonable rules and regulations governing use of the property, common elements and limited common elements in and of the Corporation, as such terms will be defined by the Bylaws.

B. Levy and collect assessments against members of the Corporation to defray the common expenses of the Corporation, as will be provided in the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Corporation property, including property, which may be necessary or convenient in the operation and management of the Corporation and in accomplishing the purposes set forth in these Articles and Bylaws.

C. Maintain, repair, replace, operate and manage the Corporation property, including the right to reconstruct improvements after casualty and to further improve and add to the Corporation property.

D. Contract for the management of the Corporation and, in connection therewith, to delegate any or all of the powers and duties of the Corporation to the extent and in the manner permitted by the Bylaws.

E. Enforce the provisions of these Articles of Incorporation, the bylaws and all rules and regulations governing use of the Corporation which may hereafter be established.

F. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation.

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

The affairs of this Corporation shall be managed by a Board of Directors and the following officers: President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. The Directors shall be elected at the annual meeting of the membership for a term of one year and until their successor shall be elected and shall qualifies, and the officers shall be elected at the annual meeting of the Board of Directors. The Board of Directors of this Corporation shall consist of not less than three members nor more than the number specified in the Bylaws. The number and terms of directors and the provisions for their election, and the provisions respecting the removal,

disqualification and resignation of directors and for filling vacancies on the Board of Directors shall be established by the Bylaws.

ARTICLE VIII
REGISTERED AGENT

The initial registered agent of the Corporation shall be Vadim Fedotov. The street address of the initial registered office of this Corporation is 421 North Bumby Avenue, Orlando, Florida 32803.

ARTICLE IX
INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation to the full extent allowed by law, including, without limitation, indemnification against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement thereof to which the director or officer may be a party, or in which he or she may become involved by reason of being or having been a director, or if the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approved such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X
LIMITATIONS

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members shall be upon such terms and conditions provided for in the Bylaws. There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied in the manner provided for in the Bylaws. The Corporation may pay

compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payments, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XI

BYLAWS

The Bylaws of this Corporation shall be adopted by the first Board of Directors. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors or the members of the Corporation at any duly called meeting of the members in the manner provided by the Bylaws.

ARTICLE XII

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation which do not conflict with the applicable law may be made by a majority of the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, filed by the Board of Directors or a majority of the members, and delivered to the President, who thereupon shall call a special meeting of the Corporation not less than ten (10) days nor later than sixty (60) days from receipt of the proposed Amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of seventy-five (75%) of all qualified votes of the members of the Corporation shall be required for the requested alteration, amendment or rescission.

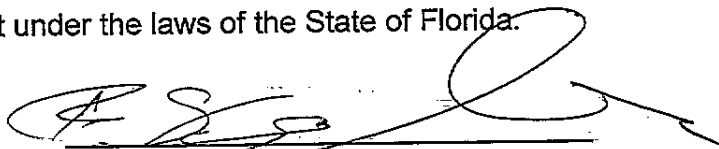
ARTICLE XIII

DISSOLUTION

In the event of the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation exclusively to such charitable, educational, religious or scientific entities as shall at the time qualify as exempt organization under

Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United State Internal Revenue Law) and as shall be selected by the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal this 25th day of September, 2001, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.

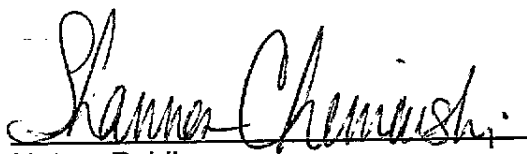


Vadim Fedotov
BALLET FEDOTOV, Inc.
421 North Bumby Avenue
Orlando, Florida 32803

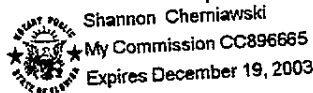
STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared Vadim Fedotov, who executed the foregoing instrument and is personally known to me and acknowledged to and before me that the foregoing is true and correct to the best of his knowledge and executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this 25 day of September, 2001.



Notary Public
My commission expires: December 19, 2003



ACCEPTANCE

I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.



Vadim Fedotov