

P9600001-2234

W. FLEMMING WARD
ATTORNEY AT LAW

P.O. BOX 412
16 WEST BALDWIN AVENUE
DEFUNIAK SPRINGS, FLORIDA 32433

(904) 892-3022

February 2, 1996

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100001708781
-02/05/96--01122--011
*****70.00 *****70.00

Enclosed please find the original Articles of Incorporation of Katharine's Studio One Dance Center, Inc., along with a check in the amount of \$70.00.

Please do the necessary.

Sincerely,

Charlotte Floyd
Charlotte Floyd
Legal Assistant for
W. FLEMMING WARD

56 FEB -5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/8/96

/cf
encl/

ARTICLES OF INCORPORATION
OF
KATHARINE'S STUDIO ONE DANCE CENTER, INC.

FILED
1966 FEB - 5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of this corporation is KATHARINE'S STUDIO ONE DANCE CENTER, INC..

Article II

The purpose for which this corporation is formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III

The address of the principal office of the corporation is 22 Lakeview Drive, DeFuniak Springs, Florida 32433, and the name and address of its initial registered agent is W. FLEMMING WARD, 770 Baldwin Avenue, DeFuniak Springs, Florida 32433.

Article IV

This corporation is to exist perpetually.

Article V

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

JOHN C. FLEMING 22 Lakeview Drive
 DeFuniak Springs, Florida 32433

KATHARINE ANN FLEMING 22 Lakeview Drive
 DeFuniak Springs, Florida 32433

TRACEY E. McDONOUGH 22 Lakeview Drive
 DeFuniak Springs, Florida 32433

The number of directors of the corporation set forth above shall constitute the authorized number of directors or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

Article VI

The name and address of the incorporator is:

KATHARINE ANN FLEMING 22 Lakeview Drive
 DeFuniak Springs, Florida 32433

Article VII

The total number of shares of all classes of stock which the corporation shall have authority to issue is one hundred (100) divided into one hundred shares of stock at no-par value.

This article can be amended only by the vote or written consent of the holders of fifty-one percent (51%) of the outstanding shares.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, we, the undersigned, have personally executed these articles of

Incorporation on this the 31st day of January, 1996.

Katharine Ann Fleming
KATHARINE ANN FLEMING

STATE OF FLORIDA

COUNTY OF WALTON

The foregoing instrument was acknowledged before me this the 31st day of January, 1996 by KATHARINE ANN FLEMING (who is personally known to me, or () who produced _____ as identification, and () who did, or () who did not take an oath.

Charlotte Floyd
NOTARY PUBLIC
My commission expires: 2-18-98

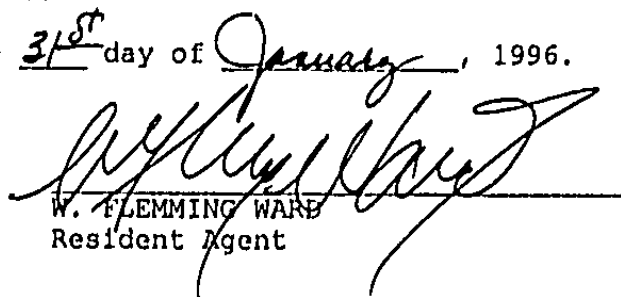


ACCEPTANCE

RECEIVED
FLORIDA STATE
FEB 12 1996
12:00

I HEREBY CERTIFY that I am a permanent resident of Walton County, Florida, residing at 770 Baldwin Avenue, Post Office Box 412, DeFuniak Springs, FL 32433. I hereby accept the foregoing designation as Resident Agent.

EXECUTED this the 31st day of January, 1996.



W. FLEMMING WARE
Resident Agent



P-960000/2234

Orangewood Homes Inc.

Transflorida Bank Centre, 1489 W. Palmetto Park Road, Suite 300
Boca Raton, Florida 33486 / Phone (561) 347-2031 Fax (561) 347-2021

February 13, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002089921--7
-02/17/97--01160--007
*****35.00 *****35.00

Attention: Sandra B. Mortham
Secretary of State

Gentlemen:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for
ORANGEWOOD HOMES, INC., a Florida Corporation, Document No. P92000012234,
together with our check in the amount of \$35 to cover the filing fee.

The Articles of Amendment have been forwarded in duplicate, and we request you return an
approved copy along with your Certification.

Thank you for your attention to this matter.

Sincerely,



Earl F. Griswold
President

CFG/pgk

Enclosures

Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 17 AM 10:25

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ORANGEWOOD HOMES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 17 AM 10:25

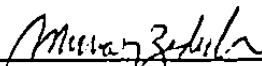
The Board of Directors of ORANGEWOOD HOMES, INC. having met on October 15, 1996, and all the Directors being present and the meeting having been convened, have approved a Resolution directing the President and the Secretary of the Corporation to execute and file Articles of Amendment to the Articles of Incorporation. The Directors were authorized to approve this Amendment as this took place prior to the issuance of stock certificates to Shareholders.

The undersigned, pursuant to Florida Statutes, do hereby amend the Articles of Incorporation of ORANGEWOOD HOMES, INC. by the deletion of the Third Section of the original articles in its entirety and the substitution therefor of the following new Third Section:

"THIRD: The maximum number of shares which the corporation is authorized to have outstanding is 1,950,144 shares, all of which shall be common shares with a \$1.00 par value."

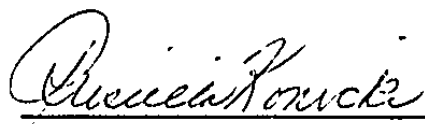
IN WITNESS WHEREOF, we have hereunto subscribed our names this 15th day of
October, 1996.


CARL F. GRISWOLD, President/Director


MURRAY ZEDECK, Secretary/Director

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) SS:

The foregoing instrument was acknowledged before me this 15th day of October, 1996 by CARL F. GRISWOLD and MURRAY ZEDECK, who are the President/Director and Secretary/Director respectively of ORANGEWOOD HOMES, INC., and who are personally known to me.



NOTARY PUBLIC

My Commission Expires:



K. Fleming
P.O. Box 829
De Funiak Spgs. Fla.
32435

P96000012234

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait _____
 Photocopy _____
 Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

50002194375--3
 -05/29/97--01037--005
 *****35.00 *****35.00

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Handwritten:
 P96000012234
 2 Pgs
 5-28-97
 JLL/11.65

| | |
|---------------------|--|
| Examiner's Initials | |
|---------------------|--|

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: KATHARINE'S Studio One
DANCE CENTER, INC.

SECOND: The date dissolution was authorized: May 26, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 26th day of May, 19 97.

Signature Katharine A. Fleming
(By the Chairman or Vice Chairman of the Board, President, or other officer)

KATHARINE A. FLEMING
(Typed or printed name)

Owner, President
(Title)