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PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: DANCE TRANSITION, INC.

AUDIT NUMBER.....H97000000567

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
DANCE TRANSITION, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DANCE TRANSITION, INC.

The address of the principal office of this corporation shall be Post Office Box 453605, Miami, Florida 33245-3605 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 4000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1077 Ponce De Leon Blvd., Miami, Florida 33134, and the name of the initial registered agent of the corporation at that address is Mr. John Kimmins, President.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
Terrence A. Zielinski, C.P.A.
5100 W. Copans Rd., Suite 400
Margate, FL 33063
(954) 975-6920

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ARTICLE VI. DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have seven Directors, initially. The names and addresses of the initial members of the Board of Directors and Officers are:

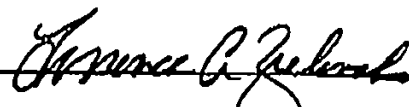
1) John Kimmins	President/Director	3692 Estepona Ave. Miami, FL 33178
2) Philip S. Masters	Chairman/Director	29 Fairhaven Dr. Cherry Hill, NJ 08003
3) Vincent Bulger	Exec. VP/Director	457 Bloomfield Ave. Verona, NJ 07044
4) Wayne Eng	Vice Pres./Director	4270 Cameron St. Las Vegas, NV 89103
5) Martin Chiang	Vice Pres./Director	20 Country Lane Rolling Hills Est., CA 90274
6) George B. Thaise	Vice Pres./Director	15410 SW 77 Ave. Miami, FL 33157
7) Josie Lee	Director	361 North Saltair Los Angeles, CA 90049
8) Thomas Murdock	Secy/Treasurer	89 NE 109 St. Miami Shores, FL 33161

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Zielinski & Company, P.A.
Certified Public Accountants
5100 W. Copans Rd., Suite 400
Margate, FL 33063

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on December 23, 1996.

By: 

Terrence A. Zielinski, C.P.A.
Zielinski & Company, P.A.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

H97000000567

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that DANCE TRANSITION, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named JOHN KIMMINS
(Name of Registered Agent)
located at 1077 DANCE DELEND BLVD.
City of MIAMI County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

John Kimmins
Registered Agent

TALLAHASSEE, FLORIDA

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