



THE UNITED STATES
CORPORATION
COMPANY

A97000002346

ACCOUNT NO. : 072100000032

REFERENCE : 572606 128504A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

200002335102--4
-10/31/97--01061--012
****525.00 ****525.00

ORDER DATE : October 21, 1997

ORDER TIME : 1:55 PM

ORDER NO. : 572606-005

CUSTOMER NO: 128504A

CUSTOMER: Warren R. Trazenfeld, Esq
WARREN R. TRAZENFELD, P.A.

First Union Financial Cneter
200 S. Biscayne Boulevard, Sui.
Miami, FL 33131-2310

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 AM 10:55

200002335102--4
-10/31/97--01061--011
*****35.00 *****26.25
35.00

DOMESTIC FILING

NAME: DANCE SPORT AMERICA, L.P.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

G. TAX
FILING 525.00
R. AGENT FEE 35.00
C. COPY
TOTAL 560.00
9. BANK
BALANCE DUE
REFUND

RECEIVED
97 OCT 21 PM 2:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
BKC 10/29/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1997

DANIEL LEGGETT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: DANCE SPORT AMERICA, L.P.
Ref. Number: W97000024000

RESUBMIT
~~Please give original~~
~~submission date as file date~~

We have received your document for DANCE SPORT AMERICA, L.P. and check(s) totaling \$525.00. However, your check(s) and document are being returned for the following:

Florida does not accept "L.P." as a suffix for a Florida limited partnership. Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

ALSO, THE Registered Agent -- Warren P. Trazenfeld, Esq. -- MUST SIGN a statement accepting his appointment.

ALSO, PLEASE clarify the wording on the AFFIDAVIT. We understand that there is a total of \$75,000.00 contributed by the limited partners to date. But then the AFFIDAVIT says that the "ANTICIPATED AMOUNT TO BE CONTRIBUTED" is \$75,000.00. Is this an ADDITIONAL ANTICIPATED AMOUNT??? Or is this the TOTAL ANTICIPATED AMOUNT? That is, does it include the \$75,000.00 already contributed???

ALSO, the \$525.00 amount is insufficient. There is a required \$35.00 R.A. fee in addition of the filing fee. Assuming that the total anticipated limited partner contributions are \$75,000.00, the TOTAL AMOUNT required would be \$560.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 097A00051382

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 AM 10:55

RECEIVED
97 OCT 29 AM 10:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 28 AM 8:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 28, 1997

DANIEL LEGGETT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: DANCE SPORT AMERICA, L.P.
Ref. Number: W97000024000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 AM 10:55

We have received your document for DANCE SPORT AMERICA, L.P. and your check(s) totaling \$525.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

The total amount due is \$560.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 797A00052234

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 AM 10:55

CERTIFICATE OF LIMITED PARTNERSHIP

OF

Dance Sport America, Ltd.

We, the undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, do hereby certify and swear to the following of this Certificate of Limited Partnership:

1. NAME.

The name of the Limited Partnership is:

" Dance Sport America, Ltd.

2. OFFICE ADDRESS AND REGISTERED AGENT.

The office address and the name and address of the agent for service of process required by Section 620.105, Florida Statutes, are:

Warren R. Trazenfeld, Esq.
200 S. Biscayne Blvd.
Suite 1870
Miami, Florida 33131

3. GENERAL PARTNERS.

The name and business address of each General Partner of the Limited Partnership are:

American Ballroom Company, Inc.,
1077 Ponce de Leon Blvd
Miami, Florida 33134

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DIVISION OF CORPORATIONS
97 OCT 21 AM 10:55

4.

MAILING ADDRESS.

The mailing address for the Limited Partnership is:

Dance Sport America, Ltd.
P.O. Box 453605
Miami, Florida 33245-3605

5.

TERM.

The latest date upon which the Limited Partnership is to dissolve is November 31, 2047.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership this 13TH day of October, 1997.

GENERAL PARTNERS:

American Ballroom Company, a
Florida Corporation

By: John Kimmins
John Kimmins, President

STATE OF FLORIDA)

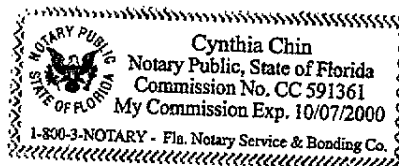
) SS:

COUNTY OF DADE)

BEFORE ME personally appeared John Kimmins, known to me to be president of American Ballroom Company, a Florida Corporation, General Partner of Dance Sport America, Ltd., and known to me to be the person who executed the same, and he acknowledged before me that said instrument is his act and deed and that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of October, 1997.

Cynthia Chin
Notary Public
State of Florida at Large



STATE OF FLORIDA

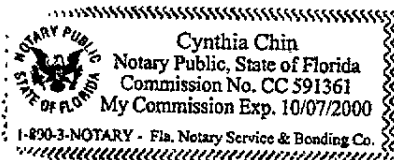
SS:

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 13th day of October, 1997, by John Kimmins, who is personally known to me or has produced _____, No. _____, as identification and who did (did not) take an oath.

My commission expires:

NOTARY PUBLIC:



Cynthia Chin
(Signature of Notary Public)

CYNTHIA CHIN
(Printed Name of Notary Public)

STATE OF FLORIDA AT LARGE

(SEAL)

97 OCT 21 AM 10:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Dance Sport America, Ltd.

AFFIDAVIT

OF

CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 AM 10:55

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared John Kimmins, who being first duly sworn depose and declare that the amount of capital contributions of the Limited Partners at this time is Seventy Five Thousand (\$75,000.00) Dollars, and the total amount to be contributed by the Limited Partners is Seventy Five Thousand (\$75,000.00) Dollars.

FURTHER AFFIANT SAYETH NAUGHT.

Signed, sealed and delivered
in the presence of:


(Signature of Witness)

CARLOS BORRAS
(Printed Name of Witness)


(Signature of Witness)

RAQUEL NEDELMAN
(Printed Name of Witness)


John Kimmins

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

PURSUANT TO THE PROVISIONS OF SECTION 620.192, FLORIDA STATUTES, THE UNDERSIGNED LIMITED PARTNERSHIP, 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.

1. The name of the limited partnership is: Dance Sport America, Ltd.

2. The name and address of the registered agent and office is:

Warren R. Trazenfeld, Esq.
(Name)

200 S. Biscayne Blvd., Suite 1870
(P.O. Box or Mail Drop Box NOT Acceptable)

Miami, Florida 33131
(City/State/Zip)

Having been named as registered agent and to accept service process for the above stated limited partnership 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]

(Signature)

October 24, 1997
(Date)

STATE OF FLORIDA

SS:

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of October, 1997, by Warren R. Trazenfeld, who is personally known to me[] has produced _____, No. _____, as identification and who did [did not] take an oath.

[Signature]
Notary Public, State of Florida
at Large
Name: CRISTINA N. MENOCAL
My Commission expires:

