

F97000006674

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Megadance USA Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

<u>Marilyn Schappert, CLA</u>	<u>300002378813--3</u>
(Name of Person)	-12/22/97--01040--003
<u>Keith J. Kanouse, P.A.</u>	***2435.00 ***2435.00
(Firm/Company)	
<u>2424 N. Federal Highway, Suite 353</u>	
(Address)	
<u>Boca Raton, FL 33431</u>	
(City/State/Zip)	

Should you need to call someone concerning this matter, please call:

<u>Marilyn Schappert, CLA</u>	at (<u>561</u>)	<u>392-0001</u>
(Name of Person)		(Area Code & Daytime Telephone Number)

#12/17

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed please find check #2134 in the amount of \$2,435 representing the following figures:

Penalty for 1995	\$1,000.00
Penalty for 1996	\$1,000.00
Filing Fee	\$ 70.00
Annual Report 1996	\$ 200.00
Annual Report 1997	\$ 165.00
	<u>\$2,435.00</u>

Coratcorp

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Megadance USA Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 65-0553315
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 10, 1995 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 10, 1995
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 500 West Cypress Creek Road, Suite 410
Fort Lauderdale, FL 33309
(Current mailing address)
8. Sale of dance studio franchises
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Keith Kanouse, P.A.
Office Address: 2424 No. Federal Hwy, Suite 353
Boca Raton, , Florida, 33431
(Zip code)
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael ~~Robert~~ E. Schultz

Address: 500 West Cypress Creek Road, Suite 410

Fort Lauderdale, FL 33309

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Michael ~~Robert~~ E. Schultz

Address: 500 West Cypress Creek Road, Suite 410

Fort Lauderdale, FL 33309

Vice President: Andrew Krieg

Address: 500 West Cypress Creek Road, Suite 410

Fort Lauderdale, FL 33309

Secretary: Michael E. Schultz

Address: 500 West Cypress Creek Road, Suite 410

Fort Lauderdale, FL 33309

Treasurer: Guy Schiavone

Address: 500 West Cypress Creek Road, Suite 410

Fort Lauderdale, FL 33309

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael E. Schultz

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael E. Schultz, President

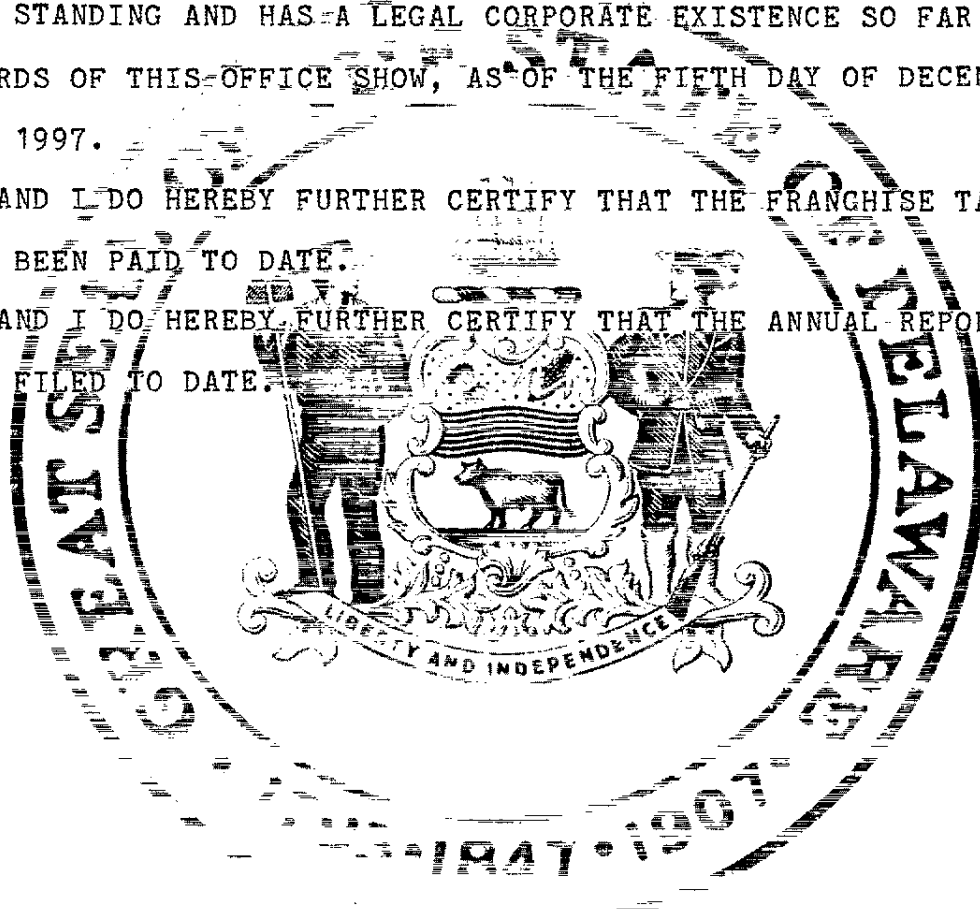
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEGADANCE USA CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8793177

DATE: 12-05-97