

THE LAW OFFICES OF
JOHN BRADLEY AND ASSOCIATES, P.A.

1215 EAST BROWARD BOULEVARD, SUITE 200
FORT LAUDERDALE, FLORIDA 33301

JOHN F. BRADLEY

N980000005016

(954) 523-6160

August 17, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/20/98--01033--002
*****70.00 *****70.00

**Re: Fushu Daiko, Inc.
Articles of Incorporation Filing**

Dear Sirs,

Please find enclosed Articles of Incorporation for the above referenced subject, together with our check in the amount of \$70.00. Please file the same at your earliest opportunity and return a copy thereof in the self-addressed, stamped envelope enclosed. If you have any questions, please feel free to contact this office.

Additionally, please find enclosed Articles of Dissolution for the For Profit Corporation, Fushu Daiko, Inc., No. P94000021603. As you will note, contained within those Articles is a Resolution approving the use of the name by the new Not-For-Profit Corporation. Also, please find enclosed a filing fee for the For Profit Corporation for the Articles of Dissolution. Please forward appropriate copies to this office.

If you have any questions, please feel free to contact this office. Thanking you for your attention to this matter, I am,

Sincerely yours,

JOHN BRADLEY AND ASSOCIATES, P.A.

John F. Bradley

JFB:br

Encs.

cc: Fushu Daiko, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 20 AM 10:00

FILED

mmg/98

8-28-1998 12:00PM FROM

P.2
FILED
98 AUG 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDAAFFIDAVITSTATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME the undersigned personally appeared, Charles Cane who upon oath deposes and says:

1. My name is Charles Cane. I am a Shareholder and Director of **FUSHU DAIKO, INC. (P94000021603)**, a for profit Florida Corporation and I have personal knowledge of the following facts.

2. The Shareholders and Directors of **FUSHU DAIKO, INC. (P94000021603)** have no intention to revoke the Articles of Dissolution previously filed with the Department of State and release the use to the name "Fushu Daiko, Inc." to the not for profit organization of which I am incorporator.

FURTHER AFFIANT SAYETH NAUGHT.


Charles CaneSTATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Charles Cane,

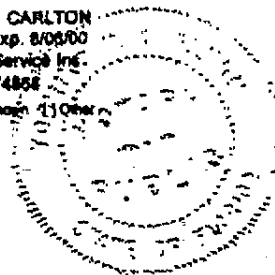
1. { ☒ } to me personally known to be the person described herein and who executed the foregoing instrument, and acknowledged under oath that he/she executed the same; or

2. { } who produced identification in the form of _____, and acknowledged under oath before me that he/she executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 30th day of August, 1998.


Notary PublicYoshiko T. Carlton
(Type/print Name of Notary)YOSHIKO T. CARLTON
My Comm Exp. 8/08/00
Bonded by Service Inc.
No. CC574854

[] Personally Known [] Other



ARTICLES OF INCORPORATION

OF

FUSHU DAIKO, INC.

FILED
98 AUG 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator for the purpose of forming a not for profit Corporation under the provisions of Chapter 617 of the Florida Statutes, hereby delivers the following Articles of Incorporation for said Corporation to the Department of State of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is FUSHU DAIKO, INC.

ARTICLE II

PURPOSE

The Corporation is organized to operate exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any successor legislation (hereinafter referred to as the "Code"). Further, the purposes for which the Corporation is organized include but are not limited to introducing children to the art of ballet and dance.

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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III

POWERS

3.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 and 617 of the Florida Statutes as they now exist or as they may be hereafter amended, or by any other law of Florida applicable in any manner to not for profit corporations limited only by the restrictions set forth in the Articles of Incorporation and in said Chapter 607 and 617 of the Florida Statutes.

3.2 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member, trustee or officer; provided, however, that compensation in reasonable amounts may be paid for services rendered, that benefits may be conferred and that distributions may be made in accordance with Section 617.11(1).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in the Articles hereof.

3.3 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may be hereafter amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may be hereafter amended, or (iii) by a not for profit corporation organized under the laws of Florida as they now exist or as they may be hereafter amended.

ARTICLE IV

NONSTOCK MEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock membership corporation. Qualifications for members and the manner of their admission to membership in the Corporation shall be as regulated by the Bylaws of the Corporation.

ARTICLE V

BOARD OF TRUSTEES

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Trustees, except as may be otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, or as may be otherwise required by any of the provisions of Chapters 607 or 617 of the Florida Statutes as they now exist or as they may be hereafter amended. The number of Trustees shall be determined and fixed pursuant to the Bylaws of the Corporation, but shall consist of at least seven (7) persons. The manner in which the trustees shall be elected or appointed shall be set forth in the Bylaws.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office and Registered Agent of the Corporation is:

Charles R. Cane
4580 N.W. 6th Court
Plantation, FL 33317

The principal office of the corporation shall be at the same address.

ARTICLE VII

INITIAL BOARD OF TRUSTEES

The names and addresses of the persons who are to constitute and serve as the initial Board of Trustees of the Corporation are:

Charles R. Cane
4580 N.W. 6th Court
Plantation, FL 33317

Yoshiko Cane
4580 N.W. 6th Court
Plantation, FL 33317

Yoko Johnson
1208 Marine Way, #A-801
North Palm Beach, FL 33408

Yoshiko Carlton
4815 N.W. 2nd Place
Plantation, FL 33317

Kendall Covin
1830 N.W. 26th Avenue
Fort Lauderdale, FL 33311

Hideki Matsuda
921 N.E. 108th Street
Biscayne Park, FL 33166

Gotaro Kamioka
7550 N.W. 29th Street
Margate, FL 33063

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Charles R. Cane
4580 N.W. 6th Court
Plantation, FL 33317

ARTICLE IX

BYLAWS

The power to adopt, change, amend and repeal the Bylaws of the Corporation shall be vested solely in the Board of Trustees of the Corporation.

ARTICLE X

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, and subject to the provisions of Section 617.05 of the Florida Statutes as it now exists or as it may be hereafter amended, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation, if any, to such organization or organizations existing and operating exclusively for charitable, scientific, literary or educational purposes and at that time qualified as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has hereunto set his hand and seal this 21st day of July, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



Charles R. Cane
Incorporator/Resident Agent

STATE OF FLORIDA
COUNTY OF BROWARD

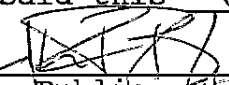
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Charles R. Cane,

1. { } to me personally known to be the person described herein and who executed the foregoing instrument, and acknowledged under oath that he executed the same.

OR

2. { X } who produced identification in the form of DL # C 500 15636 1310, and acknowledged under oath before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 4 day of July, 1998.


Notary Public

John F. Bradley
(Type/print Name of Notary)

My Commission Expires:

John F. Bradley
MY COMMISSION # CC668058 EXPIRES
November 2, 2001
BONDED THRU TROY FARM INSURANCE, INC.



John F. Bradley
MY COMMISSION # CC668058 EXPIRES
November 2, 2001
BONDED THRU TROY FARM INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

Charles R. Cane is an individual residing within the state and maintaining a business office identical with the registered office and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Charles R. Cane

FILED
98 AUG 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA