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FILED
99 AUG 11 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

199000004904
August 6, 1999

Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Gypsy Fire, Inc.

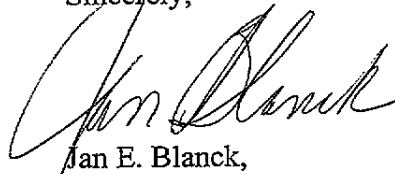
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-08/17/99--01002--011
*****78.75 *****78.75

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Incorporation, in duplicate, prepared for Gypsy Fire, Inc. Also enclosed is our check in the amount of \$78.75 in payment of filing fees, registered agent fees and a certified copy of the Articles. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Clayton E. Parker

cc: Clayton E. Parker, Esq.

Jan Blanck GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. II
DATE 8/17/99
DOC. EXAM Douglas Brown

MI-84832.01

Rec-11-99
BOSTON • HARRISBURG • MIAMI • NEW YORK • PITTSBURGH • WASHINGTON

D. BROWN AUG 17 1999

**ARTICLES OF INCORPORATION OF
GYPSY FIRE, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME.

The name of the corporation is Gypsy Fire, Inc. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE.

The address of the principal place of business and the mailing address of the Corporation is 4542 SW 75TH Avenue, South Miami, Florida 33155.

ARTICLE III. PURPOSE

The specific purposes for which the Corporation is organized are such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Within the scope of the foregoing, the Corporation is specifically organized to promote cultural awareness and acceptance of diversity through dance history, using classes, performance exhibitions and demonstrations together with lectures, the creation of a library of video tapes, books, magazines and films pertaining to dance history, and a children's after-school program with emphasis on dance and artistic activities.

To the extent a corporation described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is permitted to do so, the Corporation may distribute to other organizations, foreign or domestic, all or part of the funds it collects, but the Corporation is not required to remit or distribute any part of its funds to any other organization.

The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS:

The manner in which the directors are elected or appointed is by majority vote of the members of the Corporation. The manner in which the directors are elected is as stated in the By-Laws.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Juana Escobar
4542 SW 75th Avenue
South Miami, FL 33155

ARTICLE VII. ACTIVITIES NOT PERMITTED.

Notwithstanding any other provision of these Articles, this Corporation will not carry on other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VIII. DEDICATION AND DISTRIBUTION OF ASSETS.

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Member, Director or Officer of the Corporation for any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they not exist or as they may hereafter be amended.

ARTICLE IX. MEMBERSHIP.

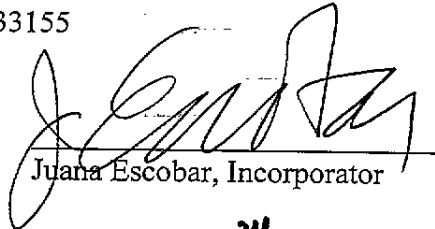
Qualification for membership shall be satisfied by all persons expressing an interest in the Corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The different classes of membership (if any), the property, voting and other

rights and privileges of members and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws of the Corporation.

ARTICLE VI. INCORPORATOR

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

Juana Escobar
4542 SW 75 Avenue
South Miami, FL 33155

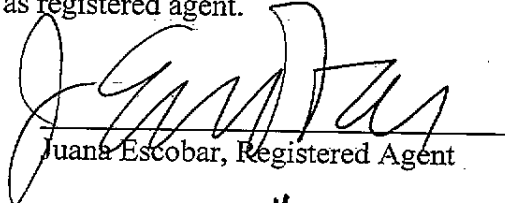

Juana Escobar, Incorporator

Date: February 24, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

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.


Juana Escobar, Registered Agent

Date: February 24, 1999