

P00000039994

Lori Lynn Mohr
100 Lincoln Road
Decoplage - 608
Miami Beach, Florida 33139
305-960-2212

FILED
00 APR 19 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 24, 2000

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32304

900003150779--2
-02/29/00--01008--012
*****78.75 *****78.75

Re: Articles of Incorporation
Cheer and Dance Comets, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of Cheer and Dance Comets, Inc., along with a check in the amount of \$78.75 to cover the filing fee and Certificate of Status. *cc per CSC cover sheet*

Please date-stamp the attached copy of this letter and return same to me in the envelope provided. Thank you in advance for your courtesy and cooperation regarding this matter.

Sincerely,

L. Mohr
Lori Mohr
Paralegal

Enclosures

* send back to CSC
24 4/2/00
W-5985



ACCOUNT NO. : 072100000032

REFERENCE : 667991 4384197

AUTHORIZATION :

Patricia Pizuto

COST LIMIT : \$ 78.75

ORDER DATE : April 19, 2000

ORDER TIME : 12:52 PM

ORDER NO. : 667991-005

CUSTOMER NO: 4384197

CUSTOMER: Lori Mohr, Paralegal
DUANE MORRIS & HECKSCHER LLP
DUANE MORRIS & HECKSCHER LLP
200 South Biscayne Blvd.
Ste 3410
Miami, FL 33131

DOMESTIC FILING

NAME: CHEER AND DANCE COMETS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

2548

W00-10407

RECEIVED
00 APR 19 PM 2:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CHEER AND DANCE COMETS, INC.
Ref. Number: W00000010407

We have received your document for CHEER AND DANCE COMETS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been previously requested by another individual and the document was returned to the individual for corrections and has not yet been resubmitted.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 400A00021591

RESUBMIT

Three give original
with date as file

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR 20 PM 2:27

RECEIVED

Lori Mohr
100 Lincoln Road
Decoplage - 608
Miami Beach, Florida 33139

April 20, 2000

VIA FEDEX

Pam Hall
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32304

Re: Incorporation of Cheer and Dance Comets, Inc.

Dear Ms. Hall:

I am writing this letter to verify that we have made two attempts to incorporate a company named Cheer and Dance Comets, Inc., both of which have been rejected as explained below, and to request that the second filing be accepted by the Florida Secretary of State for incorporation.

On March 27, 2000, the Florida Secretary of State, Division of Corporations rejected our filing of the Articles of Cheer and Dance Comets, Inc. as a non-profit corporation due to conflicting addresses. After discussing the corporate formation with our accountant we decided to file as a for-profit corporation and make s-corp application to the Internal Revenue Service.

Accordingly, yesterday we re-filed the Cheer and Dance Comet, Inc. Articles of Incorporation as a for-profit corporation. Again the filing was rejected. However, this time the filing was rejected because the name had been previously requested ... by us! Unfortunately, I disposed of the non-profit documents because it was decided to re-file as a for-profit corporation.

Please accept the "for-profit" Articles of Incorporation of Cheer and Dance Comets, Inc. and apply the non-profit filing fee currently in your possession to the filing fee of the for-profit Articles of Incorporation.

Thank you.

Sincerely,



Lori Mohr

ARTICLES OF INCORPORATION
OF
CHEER AND DANCE COMETS, INC.

FILED
00 APR 19 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural persona competent to contract, 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: CHEER AND DANCE COMETS, INC.

ARTICLE II. ADDRESS

The principal place of business of this corporation shall be:

7364 S.W. 82nd Street
Apartment E-111
Miami, Florida 33143

ARTICLE III. NATURE OF BUSINESS

The purpose of this corporation is to engage in or transact any lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Ana Galvan and the name of the initial registered agent of the corporation at that address is 7364 S.W. 82nd Street, Apartment E-111, Miami, Florida 33143

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. SMALL BUSINESS ELECTION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have one officer and director initially. The name and street address of the initial office and director who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

Officer/Director: Ana Galvan
7364 S.W. 82nd Street
Apartment E-111
Miami, Florida 33143

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator of the Articles of Incorporation is:

Ana Galvan
7364 S.W. 82nd Street
Apartment E-111
Miami, Florida 33143


ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

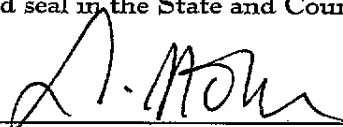
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of April 2000.

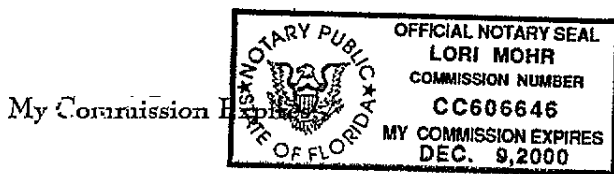
_____

STATE OF FLORIDA)
 :SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ana Galvan, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18th day of April 2000.

_____
Notary Public
State of Florida at Large

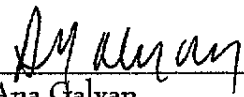


CERTIFICATE OF DESIGNATOR
REGISTERED AGENT/REGISTERED OFFICE

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.

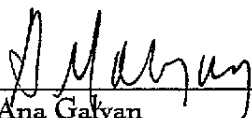
1. The name of the Corporation is: Cheer and Dance Comets, Inc.
2. The name of the Registered Agent and address of the Registered Office is:

Ana Galvan
7364 S.W. 82nd Street
Apartment E-111
Miami, Florida 33143



Ana Galvan
Title: Officer/Director
Date: April 18, 2000

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 that 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 obligation of my position as Registered Agent.



Ana Galvan
Registered Agent

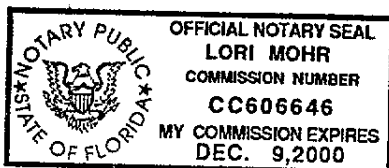
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Ana Galvan, to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed same and that she is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of April, 2000.



Notary Public
State of Florida at Large

My Commission Expires:



MIA\1939

FILED
00 APR 19 AM 8:47
CLERK OF STATE
TALLAHASSEE, FLORIDA