

HOLLAND & KNIGHT LLP

1499 South Harbor City Boulevard, Suite 201
Melbourne, Florida 32901

321-951-1776
FAX 321-723-4092
<http://www.hklaw.com>

Atlanta
Boston
Bradenton
Chicago
Fort Lauderdale
Jacksonville
Lakeland
Los Angeles
Melbourne
Mexico City
Miami
New York
Northern Virginia
Orlando
Providence
San Antonio
San Francisco
Seattle
St. Petersburg
Tallahassee
Tampa
Tokyo
Washington, D.C.
West Palm Beach

International Offices:
Buenos Aires*
Mexico City
*Representative Offices:

Tel Aviv*
Tokyo

January 30, 2001

WILLIAM C. POTTER
321-674-1745

Internet Address:
wpotter@hklaw.com

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

000003622700--7
-02/01/01--01047--004
*****70.00 *****70.00

Re: CLASSICAL RUSSIAN DANCE COMPANY, INC.

Dear Sir or Madam:

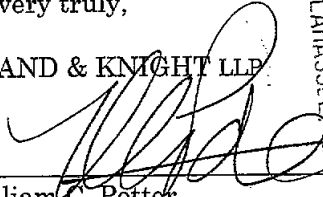
Enclosed for filing please find an original and one copy of Articles of Incorporation for the above-named corporation, along with our check in the amount of \$70.00 covering the filing fee.

Kindly return a copy of the filed Articles to us in the envelope enclosed for your convenience.

Thank you for your cooperation herein.

Yours very truly,

HOLLAND & KNIGHT LLP

By: 
William C. Potter

FILED
01 FEB -1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FL 32314

WCP/pd

Enclosures

MEL1 #454393 v1

2-2-01
WC

ARTICLES OF INCORPORATION
OF
CLASSICAL RUSSIAN DANCE COMPANY, INC.

FILED
01 FEB -1 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is CLASSICAL RUSSIAN DANCE COMPANY, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is one hundred (100) shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

Anastasia Rippy, 1203 South Atlantic Street, South Melbourne Beach, FL 32951

ARTICLE XI

The initial registered agent of the corporation is Anastasia Rippy. The street address of the corporation's initial registered office is 1203 South Atlantic Street,

South Melbourne Beach, FL 32951. The principal office of the corporation is 1203 South Atlantic Street, South Melbourne Beach, FL 32951.

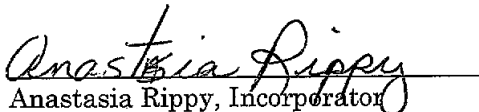
ARTICLE XII

The name and address of the incorporator of the corporation is as follows:

Anastasia Rippy, 1203 South Atlantic Street, South Melbourne Beach, FL 32951.

In Witness Whereof, the undersigned being the incorporator of said corporation executes these Articles of Incorporation and verifies, subject to penalties of perjury, that the statements contained herein are true.

Dated: January 26, 2001

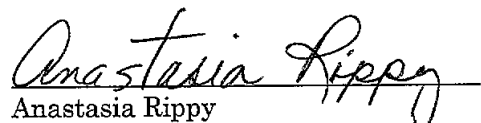

Anastasia Rippy, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, ANASTASIA RIPPY, hereby consent to serve as Registered Agent in the state of FLORIDA, for CLASSICAL RUSSIAN DANCE COMPANY, INC., a FLORIDA corporation.

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

Date: January 26, 2001


Anastasia Rippy

MEL1 #454161 v1