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From:

Account Name : QUARLES & BRADY LLP
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FLORIDA PROFIT CORPORATION OR P.A.

Cooperative Dance Holdings, Inc.

Naples

Certificate of Status	1
Certified Copy	1
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 19, 2002

QUARLES & BRADY LLP

SUBJECT: COOPERATIVE DANCE HOLDINGS, INC.
REF: W02000032905

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

No person doing business in this state shall be entitled to use the word "cooperative" as part of its corporate or other business name unless it has complied with the provisions of Chapter 617, 618, or 619, Florida Statutes.

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.

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Loria Poole
Corporate Specialist
New Filings SectionFAX Aud. #: E02000227412
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

NAPLES DANCE HOLDINGS, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is **NAPLES DANCE HOLDINGS, INC..**

ARTICLE II

Duration

The duration of the corporation shall be **perpetual**.

ARTICLE III

Purposes

The purposes for which the corporation is organized are to engage in **dance studio rental and all other lawful activities permitted** under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is **Ten Thousand (10,000) shares**, consisting of one class only, designated as "Common Stock," without par value.

ARTICLE V

Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws. The initial Board of Directors shall consist of:

MIA McKEE

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall impose.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is, **4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103**, and the name of its initial registered agent at such address is **Naples-Lawdock, Inc.**, a Florida corporation.

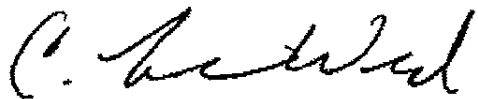
ARTICLE VIII
Incorporator

The name and address of the sole incorporator is **C. Lane Wood, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103**.

ARTICLE IX
Principal Office

The principal office and mailing address of the corporation is as follows: **849 7th Avenue South, Unit 202, Naples, Florida 34102**.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation at Naples, Florida on November 18, 2002.



C. Lane Wood, Incorporator

**CERTIFICATE OF ACCEPTANCE OF
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 48.091, Florida Statutes and Section 607.0501(3) of the Florida Business Corporation Act, the following is submitted:

1. That Naples Dance Holdings, Inc., desiring to organize under the laws of the State of Florida, has named Naples-Lawdock, Inc., located at c/o Quarles & Brady LLP, Attn: C. Lane Wood, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process within Florida.

Dated: November 18, 2002



C. Lane Wood, Incorporator

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; the undersigned is familiar with and accepts the obligations of §607.0505 of the Florida Business Corporation Act and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.


(Corporate Seal)
NAPLES-LAWDOCK, INC., a Florida
corporation

Dated: November 18, 2002

Leo J. Salvatori, as
Vice President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me on November 18, 2002 by Leo J. Salvatori, as Vice President of Naples-Lawdock, Inc., a Florida corporation, who is personally known to me.

 Patricia A. DeStefano
My Commission CC841007
Expires July 6, 2003

My Commission Expires:


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