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PICK-UP WAIT MAIL

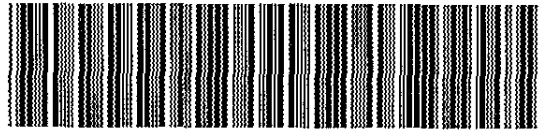
(Business Entity Name)

(Document Number)

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TALLAHASSEE
FLORIDA

NO3-33926

TRANSMITTAL LETTER

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

SUBJECT: Alistar Dancewear Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Frank J. Smith Jr.

Name (Printed or typed)

18900 Misty Lake Dr.

Address

Jupiter, Fl. 33458

City, State & Zip

561-746-5267

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 14, 2003

FRANK J. SMITH, JR.
18900 MISTY LAKE DR.
JUPITER, FL 33458

SUBJECT: ALLSTAR DANCEWEAR, INC.
Ref. Number: W03000033926

We have received your document for ALLSTAR DANCEWEAR, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 703A00062050

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SECRET
TALLAHASSEE, FLORIDA

Articles of Incorporation
Of
Allstar Dancewear, Inc.
a Florida Corporation

Article I.
NAME

The name of the corporation is Allstar Dancewear, Inc. (the "Corporation") located at 18900 Misty Lake Dr. Jupiter, Fl. 33458.

Article II.
REGISTERED AGENT & REGISTERED OFFICE

Section 2.01. Registered Agent. The name and address of the Registered Agent for service of process is Frank J. Smith Jr. located at 18900 Misty Lake Dr., Jupiter, Fl. 33458. The county of the registered office is Palm Beach. I hereby am familiar with and accept the duties and responsibilities as Registered Agent of Allstar Dancewear Inc.



Section 2.02. Incorporator. The name and address of its Incorporator is Frank J. Smith Jr., 18900 Misty Lake Dr. Jupiter, Fl. 33458

Section 2.03. Other Offices. The Corporation may also maintain offices for the transaction of any business at such other places within or without the State of Florida. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders held outside the State of Florida shall have the same effect as if held in the State of Florida.

Article III.

Section 3.01. Number. The total number of shares of authorized capital stock of the Corporation shall be five (5) shares of common stock, no par value.

Section 3.02. No Preemptive Rights. Holders of the Common Stock of the Corporation shall not have any preference, preemptive right, or right of subscription to acquire any shares of the corporation authorized, issued or sold, including treasury stock, or to be authorized, issued or sold, and convertible into shares of the Corporation, nor to any right of subscription thereto, other than to the extent, if any, the Board of Directors may determine from time to time.

Section 3.03 No Cumulative Voting. At each election of directors, every stockholder entitled to vote at such election shall have the right to vote in person or by proxy the number of shares owned by him/her for as man persons as there are directors to be elected and for whose election he/she has a right to vote. No stockholder shall have the right to cumulate his/her votes in any election of directors.

Section 3.04 Non-Accessibility of Shares. The Common Stock of the Corporation, after the amount of the subscription price has been paid, in money, property

or services, shall not be subject to assessment to pay the debts of the Corporation, nor for any other purpose, and no stock issued as fully paid shall ever be assessable or assessed.

ARTICLE IV
DIRECTORS

Section 4.01 Governing Board. The members of the Governing Board of the Corporation shall be styled as directors.

Section 4.02 Initial Board of Directors. The initial board of directors shall consist of two (2) members. The name and address of the initial member of the board of directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank J. Smith Jr.	18900 Misty Lake Dr., Jupiter Fl. 33458

These individuals shall serve as directors until the first annual meeting of the stockholders or until his/her successor(s) shall have been elected and qualified.

Section 4.03 Change in Number of Directors. The number of directors may be increased or decreased by a duly adopted amendment to the Bylaws of the Corporation.

ARTICLE V
PURPOSE

The Corporation is organized for the purpose of engaging in any lawful activity, within or without the State of Florida.

ARTICLE VI
PERIOD OF DURATION

The Corporation is to have a perpetual existence.

ARTICLE VII
DIRECTORS' AND OFFICERS' LIABILITY

A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this Article shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or (ii) the unlawful payment of distributions. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE VIII
INDEMNITY

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal

representative, is or was a director and/or officer (of another corporation,) or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Georgia, or other applicable law, from time to time against all expenses, liability and loss (including but not in limitation, attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any provisions of the Bylaws, action of stockholders, or provision of applicable law, as well as their rights under this Article.

Without limiting the application of the foregoing, the stockholders may amend the Bylaws of the Corporation from time to time with respect to indemnification, to provide at all time the fullest indemnification permitted by the laws of the State of Georgia, or other applicable law, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as director or officer of another corporation, or as its representative in a partnership, joint venture trust or other enterprises, against any liability asserted against such person incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

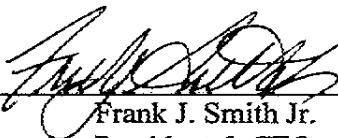
The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE IX
AMENDMENTS

The stockholders of the Corporation expressly reserve the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or the Corporation's Bylaws.

ACKNOWLEDGMENT

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.
This 20th day of November, 2003.



Frank J. Smith Jr.
President & CEO

FILED
03 NOV 24 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA