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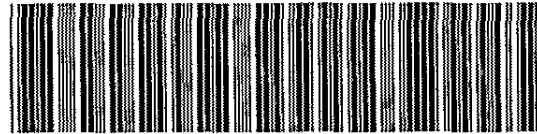
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VH

BIVENS, JONES & ASSOCIATES

Attorneys and Counselors at Law

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Please reply to: Orange Park Office

Burney Bivens, Esq.
Edward W. Dawkins, Esq.
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Also Admitted in Ohio**

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September 29, 2006

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

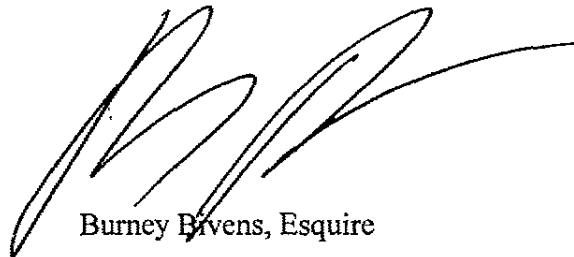
RE: Step by Step Dance Center, Inc.

Greetings:

Please find enclosed Articles of Incorporation for Step by Step Dance Center, Inc., together with the filing fee of \$70.00. Please return a file stamped copy to my Orange Park office.

Yours truly,

BIVENS, JONES & ASSOCIATES

A large, stylized handwritten signature in black ink, appearing to be 'BB', is written over the printed name.

Burney Bivens, Esquire

BB/rll

Encl.

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ARTICLES OF INCORPORATION
OF
STEP BY STEP DANCE CENTER, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Step by Step Dance Center, Inc.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of dance instruction and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock for the par value of \$.01 per share. The sum of \$75.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in

property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is located in Clay County, Florida, and the address is 1959 Lakeshore Drive, North, Orange Park, Florida 32003. The name of the initial registered agent is Linda C. Nichols, and the initial registered office is 1959 Lakeshore Drive, North, Orange Park, Florida 32003.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) members who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda C. Nichols	1959 Lakeshore Drive, North Orange Park, Florida 32003
Richard Mathews	2651 University Blvd., North Apt. #G211 Jacksonville, FL 32211

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Linda C. Nichols	1959 Lakeshore Drive, North Orange Park, Florida 32003

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE X - CUMULATIVE VOTING


The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of their shares, to distribute them among as many candidates as they may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate their vote at said election.

ARTICLE XI - SECTION 1244

This corporation and the shareholders hereof shall be subject to Section 1244 of the United

States Internal Revenue Code.


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County, Florida, on this 29th day of September, 2006.

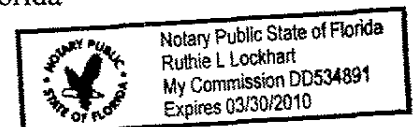

LINDA C. NICHOLS

STATE OF FLORIDA)
 :SS
COUNTY OF CLAY)

BEFORE ME, the undersigned authority, personally appeared LINDA C. NICHOLS, who has provided the following type of identification Florida Drivers License #N242-523-62-648-0, or who, is well known to be the person described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.


IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this 29th day of September, 2006.


Notary Public - State of Florida
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts her designation as registered agent for STEP BY STEP DANCE CENTER, INC.


LINDA C. NICHOLS

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