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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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May 17, 1995

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

RE: DANCE ELITE, INC.

Dear Sir:

Enclosed please find original articles of incorporation regarding the above captioned matter. Also enclosed is our check in the amount of \$122.50 which represents the following:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file these Articles, certify them and return the certified copy to my office. If you have any questions or require any additional information, please call my office. Thank you in advance.

Sincerely,

Jay W. Moreland
JAY W. MORELAND
Attorney at Law

5/23/95
[Signature]

grt
Ence.

ARTICLES OF INCORPORATION
OF
DANCE ELITE, INC.

We, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be DANCE ELITE, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of filing these Articles.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7000 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each Shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial registered office of this Corporation is 1348 Overcash, Dunedin, Florida 34698. The name of the initial registered agent of this Corporation at that address is KELLY GRAHAM.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII - DIRECTOR NAMES AND ADDRESSES

The names and street addresses of the members of the first Board of Directors are as follows:

KELLY GRAHAM - 1348 Overcash, Dunedin, FL 34698
ANNA HADLE - 1583 Simmons Dr., Clearwater, FL 34616

ARTICLE IX - INCORPORATOR

The names and addresses of the initial subscribers signing these Articles are as follows:

KELLY GRAHAM - 1348 Overcash, Dunedin, FL 34698
ANNA HADLE - 1583 Simmons Dr., Clearwater, FL 34616

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

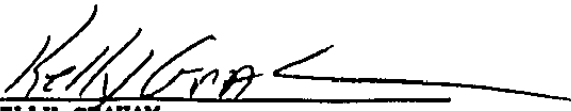
ARTICLE XI - ADOPTION OF THE BYLAWS


A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 17th day of May, 1995.



KELLY GRAHAM


ANNA HADLE

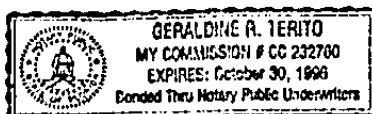
STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared, KELLY GRAHAM and ANNA HADLE, who produced their driver's licenses as identification, and who being first duly sworn, depose and say that they are the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed them for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 17th day of May, 1995.



GERALDINE R. TERITO
NOTARY PUBLIC, STATE OF FLORIDA



RECEIVED
JAN 22 11 41 AM '12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted. DANCE ELITE, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1348 Overcash, Dunedin, County of Pinellas, State of Florida, has named KELLY GRAHAM as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


KELLY GRAHAM