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July 12, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400001539184
-07/17/95--01077--012
****122.50 ****122.50

Re: Dance Elite Dance Club, Inc.

Dear Sir:

Enclosed are the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 which represents the \$35.00 filing fee, \$52.50 fee for the certified copy of the Articles of Incorporation and \$35.00 for the registered agent fee.


Please file the Articles of Incorporation, certify and return the copy. Please contact me at your earliest convenience should you have any questions or comments concerning this matter.

Sincerely,


Ginger Cassada
Legal Assistant

Enclosure
/gc

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7-19-95


ARTICLES OF INCORPORATION
OF
DANCE ELITE DANCE CLUB, INC.

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is Dance Elite Dance Club, Inc. The principal office and mailing address is 2177 Kingsley Avenue, Orange Park, Florida, 32073.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 2177 Kingsley Avenue, Orange Park, Florida, 32073, and the name of the initial registered agent at that address is Daniel J. Sullivan.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Daniel J. Sullivan

2177 Kingsley Avenue
Orange Park, Florida, 32073

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

The names and addresses of the Incorporators are as follows:

Daniel J. Sullivan

2177 Kingsley Avenue
Orange Park, Florida, 32073

ARTICLE 8.0 AMENDMENT

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

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 12th day of July, 1995.

Daniel J. Sullivan
Daniel J. Sullivan, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of July, 1995, by Daniel J. Sullivan, of Dance Elite Dance Club, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced Florida Driver's License # 5415-170-59-420-0 as identification.

Jeffrey Todd Watson
Signature of Notary Public

Printed Name of Notary

Notary's Seal:

OFFICIAL SEAL
Jeffrey Todd Watson
My Commission Expires
April 28, 1997
Comm. No. CC 281373



**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Daniel J. Sullivan, Registered Agent

Date: July 12th, 1995