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OF COUNSEL
R. TRISTAN BOURGOIGNIE
FRANK O. HALL
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A. STEPHEN KOTLEN
ROBERT A. SPOTTSWOOD, P.A.

PLEASE REFER TO

Ft. Lauderdale

July 19, 1995

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Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314
Attn: Secretary of State

500001542285
-07/20/95--01047--014
****122.50 ****122.50

Re: Articles of Incorporation

To Whom It May Concern:

Please find enclosed two (2) original executed Articles of Incorporation of That's Dancing, Inc. and our trust account check in the amount of \$122.50 for the filing fee for these documents. I have also enclosed a pre-paid Airborne Express receipt for the return of the document.

If you should have any questions, please feel free to contact our office at 305-522-6700.

Thank you.

Very truly yours,

Sherri Faulkner
encl.

FILED
55 JUL 20 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
55 JUL 23 PM 1:25
SECRET
FBI
FALL ARRESTED

ARTICLES OF INCORPORATION
OF
THAT'S DANCING, INC.

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be: THAT'S DANCING, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6169 Jog Road
Lake Worth, Florida 33467

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000 shares of common stock, at \$1.00 par value per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CYNTHIA J. PRYOR
6169 Jog Road
Lake Worth, Florida 33467

ARTICLE V. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
CYNTHIA J. PRYOR	9223 Chianti Court Boynton Beach, Florida 33437

ARTICLE VI. PURPOSE

The purpose for which this corporation is organized is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE VII. DIRECTORS

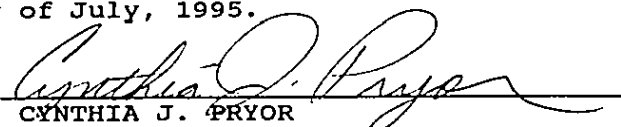
This corporation shall have TWO (2) directors initially. The number of directors may be increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
CYNTHIA J. PRYOR	9223 Chianti Court Boynton Beach, Florida 33437
MELISSA ZANNINI	2313 N. Congress Avenue Apt. #37 Boynton Beach, Florida 33426

ARTICLE VIII. INDEMNIFICATION

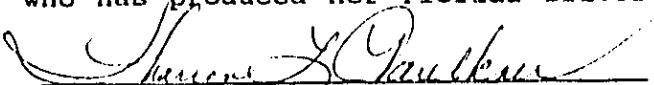
This corporation shall indemnify its officers, directors and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 18TH day of July, 1995.

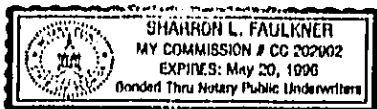

CYNTHIA J. PRYOR
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation was acknowledged before me this 18th day of July 1995, by Cynthia J. Pryor, who is personally known to me or who has produced her Florida Driver's License as identification.


NOTARY PUBLIC
STATE OF FLORIDA

My Commission expires:



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that THAT'S DANCING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named CYNTHIA J. PRYOR located at 6169 Jog Road, Lake Worth, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACE 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.


CYNTHIA J. PRYOR
REGISTERED AGENT

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55 JUL 20 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA