

Jay W. Moreland, P.A.

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B. REGISTER JAN 16 1996

ARTICLES OF INCORPORATION
OR
DANCE ELITE II, INC.

FILED
96 JAN 11 AM 11:20
SECRET
TALLAHASSEE, FLORIDA

I, 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 II, 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 100 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 931 Klosterman Road East, Tarpon Springs, Florida 34689. The name of the initial registered agent of this Corporation at that address is STEPHEN HEAVERLO.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director 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:

STEPHEN HEAVERLO - 2825 Countrybrook Drive, K-11, Palm Harbor, FL 34698

ARTICLE IX - INCORPORATOR

The name and address of the initial subscriber signing these Articles is as follows:

STEPHEN HEAVERLO - 2825 Countrybrook Dr., K-11, Palm Harbor, FL 34698

ARTICLE X - BYLAWS

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

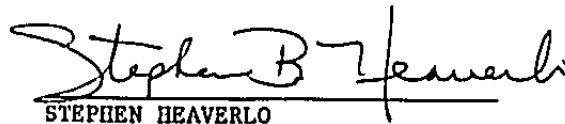
ARTICLE XI - ADOPTION OF THE BYLAWS

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.

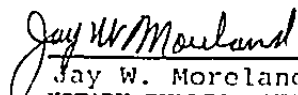
IN WITNESS WHEREOF, I have herunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 5th day of January, 1996.

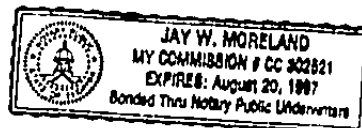

STEPHEN HEAVERLO

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared, STEPHEN HEAVERLO, who produced his Florida ID as identification, and who being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed them for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 5th day of January, 1996.


Jay W. Moreland
NOTARY PUBLIC, STATE OF 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 II, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 931 Klosterman Road East, Tarpon Springs, County of Pinellas, State of Florida, has named STEPHEN HEAVERLO 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.


STEPHEN HEAVERLO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA