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SIMPSON & ANDERSON

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January 25, 1996

SECRETARY
-01/30/96--01034--008
***122.50 ***122.50

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: New Corporation Filing

Dear Sirs:

Please find enclosed an original and one (1) copy of the Articles of Incorporation of JENNIFER'S ARTS IN MOTION, INC. for filing as a new Florida corporation.

Also enclosed is our firm's check in the amount of \$122.50, representing the costs of filing in this matter. Thanking you for your assistance, I remain,

Sincerely,

SIMPSON & ANDERSON

Bruce R. Anderson, Jr.
BRUCE R. ANDERSON, JR.

BRA/pjp
Enclosures

SECRETARY
TALLAHASSEE, FLORIDA
REQUIRE
55 JAN 29 11 51 43
2/2/96

TS

ARTICLES OF INCORPORATION

OF

JENNIFER'S ARTS IN MOTION, INC.

The undersigned, acting as Sole Incorporator Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is: JENNIFER'S ARTS IN MOTION, INC.

SECOND

The period of duration of the Corporation is perpetual.

THIRD

The purpose or purposes for which the Corporation is organized are to engage in retail sales of dance clothing and shoes and dance and fitness instruction and training.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue: 750 shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of \$1.00 per share. The initial issuance of stock of the Corporation will be pursuant to Section 1244 of the Internal Revenue Code. The initial capitalization of the Corporation will be accomplished under the provisions of Section 351 of the Internal Revenue Code.

Stated Capital: The sum of 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.

Dividends: 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.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 29 11 09 AM '85

No Classes of Stock: The shares of stock of the Corporation are not to be divided into classes.

No Shares in Series: The Corporation is not authorized to issue shares in series.

FIFTH

The initial street address in Florida of the initial principle office of the Corporation is 880 State Road A1A, #3, Ponte Vedra Beach, Florida 32082, and the name of the initial Registered Agent is JENNIFER J. ROBERTS, whose address is 880 State Road A1A, #3, Ponte Vedra Beach, Florida 32082.

SIXTH

The initial Board of Directors shall consist of two members who need not be residents of the State of Florida nor Shareholders of the Corporation.

SEVENTH

The name and address of the person who shall serve as the Director until the first annual meeting of Shareholders, or until his/her successor shall have been elected and qualified is as follows:

JENNIFER J. ROBERTS	880 State Road A1A, #3 Ponte Vedra Beach, FL. 32082
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EIGHTH

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

JENNIFER J. ROBERTS	880 State Road A1A, #3 Ponte Vedra Beach, FL. 32082
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NINTH

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

JENNIFER J. ROBERTS President/Treasurer	880 State Road A1A, #3 Ponte Vedra Beach, FL. 32082
DAVID M. ROBERTS Vice-President/Secretary	880 State Road A1A, #3 Ponte Vedra Beach, FL. 32082

TENTH

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

ELEVENTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

TWELETH

The holders of the common stock of this Corporations shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the 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 pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 25th day of January, 1996.


JENNIFER J. ROBERTS

STATE OF FLORIDA, COUNTY OF DUVAL, To wit:

Before me, the undersigned authority, personally appeared JENNIFER J. ROBERTS, who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that she did freely and voluntarily acknowledge before me, according to law, that he 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 Jacksonville Beach, Duval County, Florida, this 25th day of January, 1996.


Notary Public


My Commission expires:



PAULA J. FABEUR
My Commission CC288340
Expires Jul. 26, 1998
Decided by HAI
821-422-1888

ACCEPTANCE

I, the undersigned, being a citizen of Ponte Vedra Beach, Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.


JENNIFER J. ROBERTS