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201 HAYS STREET
TALLAHASSEE, FL 32310
904-221-0071
904-221-0072 FAX

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 00710900000032

REFERENCE : 077461 017010

AUTHORIZATION :

COST TYPE : * PREPAID

ORDER DATE : March 11, 1996

ORDER TIME : 4:53 PM

ORDER NO. : 077461

CUSTOMER NO: 017010

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-03/12/96--01026--007
****122.50 ****122.50

CUSTOMER: Mr. Steve J. Reed/ETH
AND AFFORDABLE SERVICES

6740 Board Street

Jacksonville, FL 32210

DOMESTIC FILING

NAME: NEDIN-JOHNSON ACADEMY OF
DANCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cynthia A Helentjaris

EXAMINER'S INITIALS:

RECEIVED
56 MAR 12 AM 9:18
DIVISION OF CORPORATION

3-13-96
JH

ARTICLES OF INCORPORATION

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OF

96 MAR 12 AM 8:22

NEDIN-JOHNSON ACADEMY OF DANCE, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is NEDIN-JOHNSON ACADEMY OF DANCE,
INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on
the date of this filing of these Articles with the Department of
State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be
incorporated under Chapter 607, Florida Statutes, as now exists or
may hereafter be amended.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7500 shares of no par
value stock which shall be designated as "Common Stock".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10503-7 San Jose Blvd., Jacksonville, Florida 32257 and the name of the initial registered agent of this corporation at that address is VICKI NEDIN-JOHNSON.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

VICKI NEDIN-JOHNSON
3222 Merganzer Trail
Orange Park, Florida 32065

JAMES NEDIN
8737 S.E. RIVER FRONT TERRACE
TEQUESTA, FLORIDA 33469

NANCY NEDIN
8737 S.E. RIVER FRONT TERRACE
TEQUESTA, FLORIDA 33469

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator signing these articles is: VICKI NEDIN-JOHNSON, 3222 Merganzer Trail, Orange Park, Florida 32065.

ARTICLE IX

INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

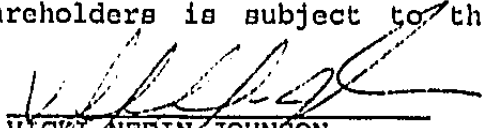
ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

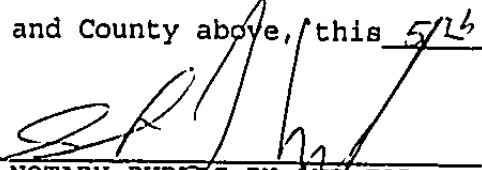
STATE OF FLORIDA

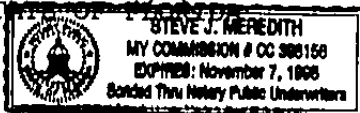
COUNTY OF DUVAL


VICKI NEDIN-JOHNSON
Incorporator

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared VICKI NEDIN-JOHNSON, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation, who has produced Florida Drivers Lic., as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5th day of March, 19 76.


NOTARY PUBLIC IN AND FOR THE



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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that NEDIN-JOHNSON ACADEMY OF DANCE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 1053-7 San Jose Blvd., Jacksonville, Florida has named VICKI NEDIN-JOHNSON as its agent to accept service or process within Florida. Dated this 5th day of March, 1996.


VICKI NEDIN-JOHNSON
Director

SECOND, that having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


VICKI NEDIN-JOHNSON
Registered Agent