

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*Thank-you, Pam*

*PA 4/11/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <i>4/11</i>			
TIME <i>1:00</i>			CK No. _____
BY <i>PA</i>			

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: *1033 Tedmonds & Clements, Inc* No. 52504

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

## SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

FILED

ARTICLES OF INCORPORATION  
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96 APR 11 AM 10:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation:

1. Name and Address: The name of this corporation is DazzleDancers of Clearwater, Inc. the corporation office and mailing address is 5770 Roosevelt Blvd. Suite 500, Clearwater, FL 34620.

2. Duration: The period of its duration is perpetual.

3. Purpose: The purpose is to engage in any related activities or business permitted under the laws of the United States and Florida.

4. Capital Stock: The corporation is authorized to issue 1,000.00 shares, all of one class, at \$1.00 par value.

5. Initial Registration Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

Marissa C. Greentree  
5770 Roosevelt Blvd, Suite 500  
Clearwater, FL 34620

6. Initial Board of Directors: This corporation shall have one director initially. The number of directors may be either 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 initial directors of this corporation is:

Name  
-----

Address  
-----

Marissa C. Greentree

5770 Roosevelt Blvd,  
Suite 500  
Clearwater, FL  
34620

7. Incorporator: The name and address of the Incorporator signing these Articles of Incorporation is:

Name -----	Address -----
Marissa C. Greentree	5770 Roosevelt Blvd, Suite 500 Clearwater, FL 34620

8. Bylaw Amendment: The power to adopt, alter amend or repeal the Bylaws of this corporation shall be vested in the board of Directors and the shareholders.

9. Indemnification: The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of section 607.0850 of the Florida Statutes, as amended.

10. Informal Action of Directors: If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11. Amendment of Articles: The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

12. Pre-emptive Rights: Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

13. Director Conflict of Interest: A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firms, association or other entity, in which one or more of its

directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

14. Informal Action of shareholders. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize to take such action at a meeting at which shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

FILED

96 APR 11 AM 10:59

IN WITNESS WHEREOF, the undersigned <sup>SECRETARY OF STATE</sup> ~~INCORPORATOR OF FLORIDA~~  
executed these Articles of Incorporation this 30th day of January,  
1995.

x Marissa C. Greentree  
Marissa C. Greentree  
Incorporator

I hereby accept and am familiar with the duties of being designated  
as Registered agent.

x Marissa C. Greentree  
Marissa C. Greentree  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this  
\_\_9th\_\_ day of \_\_April\_\_, 1996 by Marissa C. Greentree, who  
is personally known to me and who did take an oath.

Robin S. Bowen  
Notary Public  
My commission expires:

ROBIN S. BOWEN  
COMMISSION # CC 520347  
EXPIRES FEB 08, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.