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NAME: DANCING BEAR GROUP, INC.
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Apr. 18, 1996 3:35PM TRIPP SCOTT CONKLIN

No. 6201 P. 7/10

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**ARTICLES OF INCORPORATION
OF
DANCING BEAR GROUP, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

Dancing Bear Group, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

**110 S.E. 6th Street, 29th Floor
Fort Lauderdale, FL 33301**

Prepared by:

**Gregory A. McLaughlin, Esq.
Bar No. 0318794
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)325-7500**

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Dennis D. Smith, Esq.
c/o Tripp, Scott, Conklin & Smith
110 S.E. 6th Street, 28th Floor
Fort Lauderdale, FL 33301

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Gregory A. McLaughlin, Esq.
c/o Tripp, Scott, Conklin & Smith
110 S.E. 6th Street, 28th Floor
Fort Lauderdale, FL 33301

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**


This corporation shall have Six (6) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One (1). The names and addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Michael S. Egan	110 S.E. 6th Street Fort Lauderdale, Fl 33301
D. Keith Cobb	110 S.E. 6th Street Fort Lauderdale, Fl 33301
Roger H. Ballou	110 S.E. 6th Street Fort Lauderdale, Fl 33301
Rosalie Arthur	110 S.E. 6th Street Fort Lauderdale, Fl 33301
William H. Kelly, Jr.	55 East Monroe Street Suite 4620 Chicago, Ill 60603
Michael F. Stone	110 East Broward Boulevard Fort Lauderdale, Fl 33301

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 18th day of March 1996.


Gregory A. McLaughlin, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Dennis D. Smith, Registered Agent

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