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SEEN BY: [illegible]  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 924977 8900A

AUTHORIZATION :

COST LIMIT : \* PREPAID, *Paych*

ORDER DATE : April 19, 1996

ORDER TIME : 11:25 AM

ORDER NO. : 924977

CUSTOMER NO: 8900A

CUSTOMER: Joseph M. Balocco, Esq  
JOSEPH M. BALOCCO, ESQ

1323 S.e. Third Avenue

Fort Lauderdale, FL 33316

200001787252  
-04/19/96--01052--007  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: DANCING BEAR CORP.

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: Michelle Bailey

EXAMINER'S INITIALS:

*Handwritten:* 4-22-96

ARTICLES OF INCORPORATION

FILED

ARTICLE I - NAME

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The name of this corporation is: Dancing Bear Corp. The principal address of the corporation is Suite 1400, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE IV - PRE-EMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: Suite 1400, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is: Peter Wright.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either

increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:	ADDRESS:
HOLLY J. HUDSON	Suite 1400, 200 E Las Olas Blvd, Ft Lauderdale, FL 33301

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME:	ADDRESS:
HOLLY J. HUDSON	Suite 1400, 200 E Las Olas Boulevard, Ft Lauderdale, FL 33301

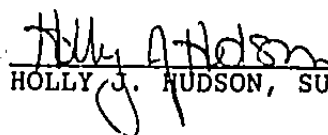
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of April, 1996.

  
\_\_\_\_\_  
HOLLY J. HUDSON, SUBSCRIBER

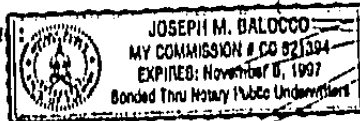
STATE OF FLORIDA  
COUNTY OF BROWARD ss.:

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared HOLLY J. HUDSON, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation or who produced valid Florida Driver Licenses as identification.

FILED  
APR 19 1996  
NOTARY PUBLIC  
FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10 day of April, 1996.

My Commission Expires



NOTARY PUBLIC

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT DANCING BEAR CORP.,

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IS PRINCIPAL PLACE OF BUSINESS AT SUITE 1400, 200 EAST LAS OLAS BOULEVARD, CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED PETER WRIGHT LOCATED AT SUITE 1400, 200 EAST LAS OLAS BOULEVARD, CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

John A. Hixson

TITLE: President

DATE

4/12/96

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE

[Signature]

DATE

4/16/96