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DAVID FELIU

ATTORNEY AT LAW

12/10/96.

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002028534--8  
-12/13/96--01039--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Miami Flamenco Ballet, Inc.

Dear Sir/Madam:

Enclosed please find my check in the amount of 70.<sup>00</sup>  
for the filing of the enclosed Articles of Incorporation  
together with a copy of same and a self-addressed, stamped,  
envelope for returning said copy to me.

Thank you.

Sincerely,

  
David Feliu

DF/nmr  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER DEC 17 1996

ARTICLES OF INCORPORATION  
OF  
MIAMI FLAMENCO BALLET, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract hereby form a corporation under the laws of the State of Florida,

A R T I C L E I  
NAME

The name of the corporation is: MIAMI FLAMENCO BALLET, INC.

A R T I C L E II  
NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the Laws of the United States and this State.

A R T I C L E III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares having a par value of \$1.00 per share of common stock.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the director at a meeting called for such

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purpose.

A R T I C L E   I V  
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

A R T I C L E   V  
TERM OF EXISTENCE

The corporation is to exist perpetually.

A R T I C L E   V I  
INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 301 174 Street, #2112, N. Miami Beach, FL 33160. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

A R T I C L E   V I I  
DIRECTOR(S)

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and

liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interest in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be

taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there as to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

A R T I C L E VIII  
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE LUIS LOPEZ	301 174th Street N. Miami Beach, FL 33160
MARINA TORRES LOPEZ	Same as above

A R T I C L E IX  
SUBSCRIBERS

The name and post office address of each subscriber of there Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE LUIS LOPEZ	Same as Above
MARINA TORRES LOPEZ	Same as Above

A R T I C L E X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

A R T I C L E XI

DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be the date of filing with Secretary of State.

A R T I C L E XII

RESIDENT AGENT DESIGNATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

F I R S T: That MIAMI FLAMENCO BALLET, INC. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named R. DAVID FELIU, whose address is 250 Bird Road, Suite 302, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: *R. David Feliu*  
R. DAVID FELIU, Resident Agent

IN WITNESS WHEREOF the party of these Articles of Incorporation has hereunto set their hands and seals this 6 day of December, 1996.

BY: *Amarina Torres Lopez*  
Subscriber

BY: *[Signature]*  
Subscriber

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TALLAHASSEE, FLORIDA