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December 12, 1996

Florida Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

700002029887--6
-12/16/96--01031--011
***122.50 ***122.50

Re: Moondance Ballroom, Inc.

Gentlemen:

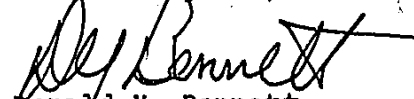
Enclosed for filing are the proposed Articles of Incorporation for Moondance Ballroom, Inc.

Also enclosed is a check in the amount of \$122.50 to cover the following:

- | | |
|---------------------------------|---------|
| 1. Filing fee | \$35.00 |
| 2. Certified copy of Articles | 52.50 |
| 3. Registered agent designation | 35.00 |

Please file the original Articles and forward a certified copy of the Articles to the undersigned in the envelope provided.

Kindest regards,


Donald Y. Bennett

DYB/sj
Enclosures

AL DEC 19 1996

FILED
96 DEC 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MOONDANCE BALLROOM, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be MOONDANCE BALLROOM, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is Seven Hundred Fifty (750) shares of ten cent par value. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

Wayne Russell
4411 Bee Ridge Road, #341
Sarasota, FL 34233

Gary Chaney
2151 Lusitania Drive
Sarasota, FL 34231

ARTICLE X

The initial registered agent of the corporation is Wayne Russell. The street address of the corporation's initial registered office is 4411 Bee Ridge Road, #341, Sarasota, Florida 34233.

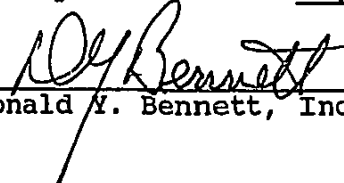
ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 4411 Bee Ridge Road, #341, Sarasota, Florida 34233.

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is Donald Y. Bennett, at 1800 Second Street, Suite 735, Sarasota, Florida 34236.

The undersigned incorporator has executed these Articles of Incorporation this 12 day of December, 1996.



Donald Y. Bennett, Incorporator

CERTIFICATION OF ACCEPTANCE OF DESIGNATION

AS REGISTERED AGENT

FILED

96 DEC 19 PM 1:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, WAYNE RUSSELL, having been designated as Registered Agent to accept service of process for MOONDANCE BALLROOM, INC., hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation as follows:

Registered Agent: Wayne Russell

Registered Office: 4411 Bee Ridge Road, #341
Sarasota, FL 34233

The undersigned Registered Agent is familiar with and accepts the obligations of Section 607.325, Florida Statutes (1985).

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

11th day of December, 1996.


Wayne Russell