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December 04, 1996

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****52.50 *****52.50

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-12/17/96--01130--020
*****70.00 *****70.00

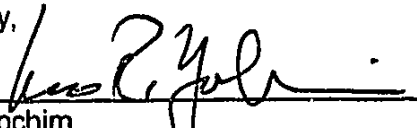
Re: ACADEMY OF BALLROOM CHAMPIONS, CORP.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Academy of Ballroom Champions, Corp. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee, and a separate check in the amount of \$52.50 for 1 certified copies.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,


Leo R. Yochim
737 Park Ave., #17C, NYC, NY 10021

DEC 19 1996

BSB

FILED
96 DEC 17 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACADEMY OF BALLROOM CHAMPIONS, CORP.

FILED
96 DEC 17 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Academy of Ballroom Champions, Corp.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 2000
Aqui Esta Drive, Punta Gorda, FL 33950.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000
shares of common stock with no par value.

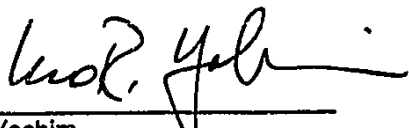
ARTICLE IV

The address of the initial registered office of the Corporation is 2000 Aqui Esta Drive,
Punta Gorda, Florida 33950, and the name of the Corporation's initial registered agent for
service of process at such address is Leo R. Yochim.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Leo R. Yochim, 737 Park Ave., #17C, NYC, NY 10021.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of
December, 1996.



Leo R. Yochim
737 Park Ave., #17C, NYC, NY 10021

ARTICLES OF INCORPORATION

OF

ACADEMY OF BALLROOM CHAMPIONS, CORP.

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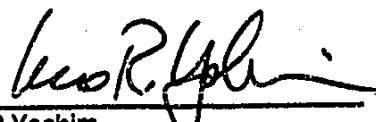
The address of the initial registered office of the Corporation is 2000 Aquí Esta Drive, Punta Gorda, Florida 33950, and the name of the Corporation's initial registered agent for service of process at such address is Leo R. Yochim.

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Leo R. Yochim, 737 Park Ave., #17C, NYC, NY 10021.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of

December, 1996



Leo R. Yochim
737 Park Ave., #17C, NYC, NY 10021

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 DEC 17 AM 9:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Academy of Ballroom Champions, Corp.
2. The name of the registered agent and office is:

Leo R. Yochim
2000 Aqui Esta Drive, Punta Gorda, Florida 33950

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

12-16-96