

RANDOLPH S. COOK
3350 10TH STREET NO.
NAPLES, FLORIDA 34103
(941) 435-0139

P97000016000

February 06, 1997

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

RE: ALL-AMERICAN DANCE STUDIO'S, INC.

800002089639--6
-02/17/97-01107-004
***122.50 ***122.50

Greetings:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated and marked with a "X".

- _X_ A. Articles of Incorporation Filing Fee \$35.00
- _X_ B. Registered Agent Designation Filing Fee \$35.00
- _X_ C. Certified copy of Articles of Incorporation
\$52.50 (optional)

If the chosen corporate name is unavailable, please call me immediately. Thank you for your cooperation.

Cordially,

Randolph S. Cook
RANDOLPH S. COOK

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Enclosures

DMC 2/19/97

FILED
97 FEB 17 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL-AMERICAN DANCE STUDIO'S, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ALL-AMERICAN DANCE
STUDIO'S, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at
the time of filing of these Articles of Incorporation by the
Department of State. This corporation's duration shall be
perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of
conducting any and all lawful business activities permitted
under the laws of the State of Florida and the United States
of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100
par shares of common capital stock, at \$1.00 per share par
value.

Articles Of Incorporation Of
ALL-AMERICAN DANCE STUDIO'S, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

Articles of Incorporation of
ALL-AMERICAN DANCE STUDIO'S, INC.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office"

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on the corporation's Initial Board Of Directors shall be ONE. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

RANDOLPH S. COOK 3350 10TH STREET NO.
NAPLES, FLORIDA 34103

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of
ALL-AMERICAN DANCE STUDIO'S, INC.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED
OFFICE & AGENT

The address of this corporation's principal office and the
address of this corporation's initial registered office shall
be: 3350 10TH STREET NO., NAPLES, FLORIDA 34103

The name of the individual who shall serve as this
corporation's initial registered agent at the address is:

RANDOLPH S. COOK

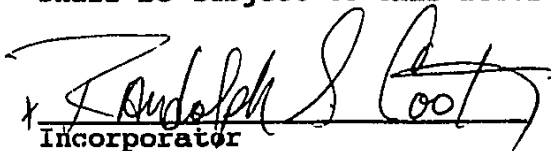
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve
as this corporation's incorporator is:

RANDOLPH S. COOK
3350 10TH STREET NO.
NAPLES, FLORIDA 34103

ARTICLE XI. AMENDMENT

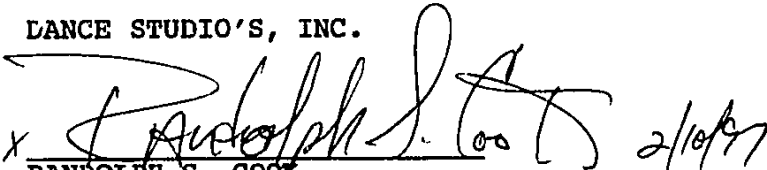
This corporation reserves the right to amend or repeal any
provisions in these Articles Of Incorporation, or any
amendments hereto. Any rights conferred upon the shareholders
shall be subject to this reservation.

x  4/10/87
Incorporator

Articles Of Incorporation Of
ALL-AMERICAN DANCE STUDIO'S, INC.

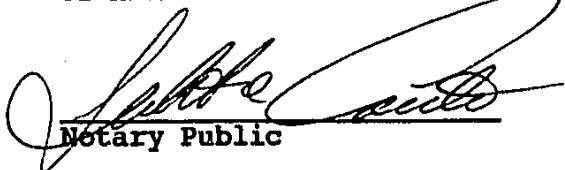
I hereby accept my designation as resident agent and agree to serve as the resident agent of ALL-AMERICAN DANCE STUDIO'S, INC.

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ALL-AMERICAN DANCE STUDIO'S, INC.

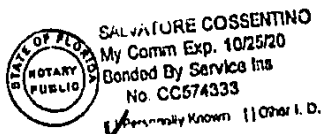
x  2/10/97
RANDOLPH S. COOK
Registered Agent

State of Florida
County Of Lee

ON February 10th, 1997, RANDOLPH S. COOK, designated above as the individual who shall serve as the corporation's initial registered agent, and the individual, designated above, as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of ALL-AMERICAN DANCE STUDIO'S, INC.

 2/10/97
Notary Public

Commission Expiration Date:



Articles Of Incorporation Of
ALL-AMERICAN DANCE STUDIO'S, INC.

ALL-AMERICAN DANCE STUDIO'S, INC.

FILED

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CERTIFICATE OF DESIGNATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT/REGISTERED OFFICE

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:
ALL-AMERICAN DANCE STUDIO'S, INC.
2. The name and address of the registered agent and office is:

RANDOLPH S. COOK
3350 10TH STREET NO.
NAPLES, FLORIDA 34103

ACCEPTANCE

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 OF REGISTERED AGENT.

FEBRUARY 06, 1997


Registered Agent

Registered Agent Filing Fee \$35.00

REGISTERED AGENT DESIGNATION CERTIFICATE