



THE UNITED STATES
CORPORATION
COMPANY

P97000017627

ACCOUNT NO. : 072100000032

REFERENCE : 270955 84505A

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : February 24, 1997

ORDER TIME : 2:34 PM

ORDER NO. : 270955-005

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CUSTOMER NO: 84505A

CUSTOMER: Mr. Michael Germino
INTEGRATED ACCOUNTING & TAX
SERVICES, INC.
927 East Klosterman Road
Tarpon Springs, FL 34689

FILED
97 FEB 25 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SIMPLY BALLROOM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

K.R. FEB 25 1997

ARTICLES OF INCORPORATION
OF

SIMPLY BALLROOM, INC.

Article I - NAME

The name of the corporation is SIMPLY BALLROOM, INC.

Article II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

SIMPLY BALLROOM, INC.
1597 MAIN STREET
DUNEDIN, FL 34698

The name and street address of the Initial Registered Agent of this Corporation is:

MICHAEL GERMINO
927 EAST KLOSTERMAN ROAD
TARPON SPRINGS, FL 34689

Article IV - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the applicable laws of the State of Florida, the United States, or any other county, state, territory or nation.

Article V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED SHARES (500) shares of common stock having \$1.00 PAR VALUE.

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Article VI - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

Article VII - OFFICERS AND DIRECTORS

This corporation shall have TWO directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names and addresses of the initial director(s) are:

MARK A. SODERBERG
PRESIDENT, SECRETARY
1597 MAIN STREET
DUNEDIN, FL 34698

SHANNON L. SODERBERG
VICE PRESIDENT, TREASURER
1597 MAIN STREET
DUNEDIN, FL 34698

Article VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article IX - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

Article X - AMENDMENT

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

Article XI - INCORPORATOR

The name and address of the incorporator(s) signing these articles of Incorporation are:

MARK A. SODERBERG
PRESIDENT, SECRETARY
1597 MAIN STREET
DUNEDIN, FL 34698

SHANNON L. SODERBERG - VICE PRESIDENT, TREASURER
1597 MAIN STREET
DUNEDIN, FL 34698

IN WITNESS WHEREOF, the undersigned subscriber(s) have
executed these Articles of Incorporation on this day of ,
19 .

INCORPORATORS:

By: [Signature]
MARK A. SODERBERG

By: [Signature]
SHANNON L. SODERBERG

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK A. SODERBERG AND SHANNON L. SODERBERG identified by a Florida Driver License # FLDL 3361-541-66-321-0 executed the foregoing Articles of Incorporation. FLDL 3361792.708880

IN WITNESS WHEREOF, I hereunto affixed my hand and seal, in the State and County aforesaid, this 18th day of FEBRUARY, 19 97.

Karen Corbett-Griner

Notary Public for the
State of FLORIDA



My commission expires: 3-5-99

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

Certificate of Registered Agent

of

SIMPLY BALLROOM, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

927 EAST KLOSTERMAN ROAD
TARPON SPRINGS, FL 34689

has named **Michael Germino** located at the aforesaid address, as its **Registered Agent** to accept service of process within the state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of the position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Michael Germino
Registered Agent

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TALLAHASSEE, FLORIDA