

LAW OFFICES OF
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DAVID M. GOLDSTEIN*
LINDA M. KNOERR

*MEMBER OF FL, NY, & NJ BARS

FILED
97 APR -7 AM 9:15
TALLAHASSEE, FLORIDA

P970000 31912

March 19, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-04/07/97--01094--002
****120.00 ****120.00

Re: DANCE WITH WENDY, INC.

To Whom It May Concern:

Enclosed please find original and two (2) copy of Articles of Incorporation for DANCE WITH WENDY, INC. to be filed with the Secretary of State. I have enclosed a check in the amount of 120.00, representing your fee for same.

Once filed, please return certified copies of same to our office. I have enclosed a self addressed stamped envelope for your convenience.

Thank you for your assistance in this matter.

Sincerely,

Linda M. Knoerr

LINDA M. KNOERR
For the Firm

LMK/mg
Enclosures

APR 8 1997

APR 9 1997

**ARTICLES OF INCORPORATION
OF
DANCE WITH WENDY, INC.**

ARTICLE I - NAME

The name of this corporation is DANCE WITH WENDY, INC.

ARTICLE II - DURATION

The corporation shall commence its existence on the date of filing and acknowledgment of these Articles and its existence shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

100 S. E. Second Street - Suite 2750
Miami, Florida 33131

and the name of the initial registered agent of this corporation is:

LINDA M. KNOERR, ESQUIRE

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ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at:

65 West Palm Drive
Margate, Florida 33063

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

WENDY ANN ROSS-FLETCHER

65 West Palm Drive

Margate, Florida 33063

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is (are):

LINDA M. KNOERR, ESQ.
100 S. E. Second Street - Suite 2750
Miami, Florida 33131

ARTICLE IX - BYLAWS

The Board of Directors and the shareholders are both vested with the power to adopt, alter, amend or repeal the By-Law.

ARTICLE X

The 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.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 3rd day of April, 1997.


LINDA M. KNOERR, Incorporator

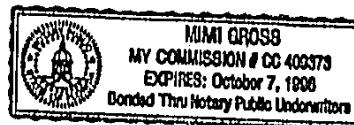
STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID GOLDSTEIN, who produced his Florida Driver's License as the required form of identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 3rd day of April, 1997.

My Commission Expires:


NOTARY PUBLIC, State of Florida at Large



**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT**

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


LINDA M. KNOERR, ESQUIRE

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SECRETARY OF STATE