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CORPORATION(S) NAME

Country Dance Productions  
Inc.

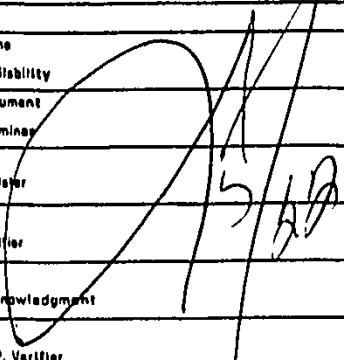
**Empire Toll Free: 1-800-432-3028**

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
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<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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97 MAY 22 AM 11 59  
FALLS CHURCH, VA  
STATE OF VIRGINIA

RECEIVED  
57 MAY 22 AM 10:19  
OFFICE OF CORPORATION

**CERTIFIED COPY**

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**ARTICLES OF INCORPORATION**  
**OF**  
**COUNTRY DANCE PRODUCTIONS, INC.**

FILED  
97 MAY 22 AM 11:59  
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FALLS CHURCH, VA

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: NAME**

The name of the corporation shall be COUNTRY DANCE PRODUCTIONS, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be located at 4100 Galt Ocean Drive, Suite 609, Fort Lauderdale, Florida, 33308.

**ARTICLE III: CORPORATE PURPOSE**

The object and purpose to be transacted and carried on by this Corporation and the services to be rendered in connection therewith are as follows:

1. To engage in the business of producing, manufacturing, marketing, distributing, promoting, advertising, and selling television programs, video and audio entertainment programs, and instructional videotapes to the public, including but not limited to; country dancing instructional videos, and such additional services to perform all aspects and phases of an entertainment enterprise.
2. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in furtherance of this Corporation and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business, transactions, or activities for which corporations may be incorporated, and permitted under the laws of Florida and the United States, and to attain the objectives of this Corporation.

**ARTICLE IV: AUTHORIZED SHARES - CAPITALIZATION**

The Corporation shall be authorized to create, issue and have outstanding at any one time, a maximum of 500 shares of common stock having a par value of one dollar (\$1.00) per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, but not less than the par value of the stock so to be issued.

**ARTICLE V: EXISTENCE AND DURATION**

The existence of this Corporation shall commence upon the filing of these Articles of Incorporation. The Corporation shall continue perpetually unless dissolved in accordance with laws of the State of Florida.

**ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE**

The street address of the Initial Registered Agent and principal office of this Corporation in the State of Florida shall be:

4100 Galt Ocean Drive, Suite 609  
Fort Lauderdale, Florida 33308

The name of the Initial Registered Agent of this Corporation at that address shall be:

Robert J. Johansen

**ARTICLE VII: BOARD OF DIRECTORS**

The business of this Corporation shall be managed by a Board of Directors which shall consist of not less than one (1) individual. The number of Directors may be either increased or decreased from time to time by an amendment of the Bylaws of this Corporation in the manner provided by law, but shall never be less than one (1).

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The name and street address of the members of the Initial Board of Directors who shall hold office until their successors shall have been duly elected or appointed and have qualified are as follows: Golda Levitan and Robert J. Johansen, 4100 Galt Ocean Drive - Suite 609, Fort Lauderdale, Florida, 33308.

#### **ARTICLE IX: INCORPORATORS**

The name and street address of the individuals organizing this Corporation and executing these Articles of Incorporation as the incorporators are as follows:

Golda Levitan  
Robert J. Johansen  
4100 Galt Ocean Drive, Suite 609  
Fort Lauderdale, Florida 33308

#### **ARTICLE X: INDEMNIFICATION**

To the extent permitted by law, the Corporation is empowered to indemnify each person serving as an Officer or Director of the Corporation or any former Director or Officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of being a Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by the Director or Officer. The Corporation may reimburse each person for all legal costs and other expenses reasonably incurred in connection with any claim or liability.

The rights accruing to any individuals under the foregoing provisions shall not exclude any other rights to which they may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such individuals in any proper case even though not specifically provided herein.

## **ARTICLE XI: SPECIAL PROVISIONS**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of this Corporation:

1. This Corporation shall have the power to enter into, or become a partner in , any agreement for the sharing of profits, union of interests, or joint venture with any person, firm or corporation to carry on any business or to make any investments otherwise permitted for this Corporation and as permitted by law.

2. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- a). A pension plan;
- b). A profit-sharing plan;
- c). A medical-dental reimbursement plan;
- d). A thrift and savings plan;
- e). A stock bonus plan;
- f). A stock option plan; or
- g). Other insurance, retirement, disability, death benefit or incentive compensation plans.

**ARTICLE XII: AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as permitted by law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREFORE, the undersigned incorporators have executed these Articles of Incorporation this 19<sup>th</sup> day of May, 1997.

*Golda Levitan*  
GOLDA LEVITAN, Incorporator

*Robert J. Johansen*  
ROBERT J. JOHANSEN, Incorporator

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

THE FOREGOING instrument was acknowledged and sworn to before me this 19<sup>th</sup> day of May, 1997, by Golda Levitan and Robert J. Johansen, who are personally known to me or who have produced a valid Florida Driver's License, No.: LB5-296-34-553-0 (Levitan) and Florida Driver's License, No.: JS25-778-25-266 (Johansen) as identification, and who acknowledged that they executed same for the purpose stated herein.

Notary Public

*Nancy M. Chang-Silva-Urso*

Commission expires: 6/28/97

(SEAL)



NANCY M. CHANG-SILVA-URSO  
My Commission CC296245  
Expires Jun. 28, 1997  
Bonded by ANB  
800-852-5878

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

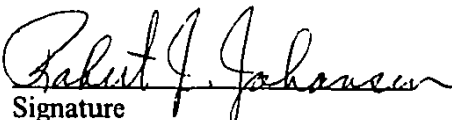
Pursuant to the provisions of Florida Statutes, Section 48.091 and Section 607.0501, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statements in designating the Registered Office/Registered Agent, in the State of Florida.

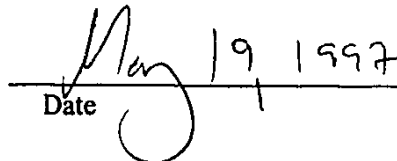
1. The name of the Corporation: COUNTRY DANCE PRODUCTIONS, INC.
2. The name and address of the Registered Agent and office is

Robert J. Johansen  
4100 Galt Ocean Drive, Suite 609  
Fort Lauderdale, Florida 33308

**ACCEPTANCE AND ACKNOWLEDGMENT**

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 a Registered Agent.

  
Signature  
Robert J. Johansen

  
Date

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

THE FOREGOING instrument was acknowledged and sworn to before me this 19<sup>th</sup> day of May, 1997 by Robert J. Johansen, who is personally known to me or who has produced a valid Florida Driver's License, No.: 1525-778-75-266, and who acknowledged that he executed same for the purposes stated herein.

Notary Public



Commission expires: 6/28/97

(SEAL)



NANCY M. CHANG-SILVA-URSO  
My Commission CC208245  
Expires Jun. 28, 1997  
Bonded by ANG  
800-852-6878

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