

P98000006531

REEGLER & TORNESE, P.A.
ATTORNEYS AT LAW
1521 SOUTH TAMiami TRAIL
SUITE 304
SOUTH BRIDGE PARK
VENICE, FLORIDA 34292

PHONE (941) 497-6255
FACSIMILE (941) 497-7806
E-MAIL: reegtorn@gte.net

SARI LYNN REEGLER
CERTIFIED FAMILY MEDIATOR

LAWRENCE C. TORNESE

January 13, 1998

100002405151--7
-01/20/98-01101-015
****122.50 ****122.50

Corporate Division
Secretary of State
409 East Gaynes Street
Tallahassee, Florida 32399

Dear Sir or Madam:

Please find enclosed herewith the original and two copies of the Articles of Incorporation for DANCEPRO MANAGEMENT, INC. Also enclosed is a check in the amount of \$122.50 for the filing fees for said Articles.

I have enclosed a pre-addressed stamped envelope for the convenient return of the conformed/certified copy of the Articles.

Very truly yours,

REEGLER & TORNESE, P.A.

By: Joy B. Lear
JOY BURROUGHS LEAR, CLAS
Certified Legal Assistant
Civil Litigation Specialist

cc: Ms. Lee Ell

FILED
98 JAN 20 AM 7:44
TALLAHASSEE, FLORIDA

AB 1-22-98

**ARTICLES OF INCORPORATION
OF
DANCEPRO MANAGEMENT, INC.**

The undersigned, acting as the Incorporator of this Corporation, does hereby adopt the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name and initial address of this Corporation shall be:

DANCEPRO MANAGEMENT, INC.
158 Golf Club Lane
Venice, Florida 34293

ARTICLE II - DURATION

This Corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSES

This Corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act, Chapter 607 Florida Statutes, and may engage in any activity or purpose permitted by the laws of the State of Florida.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) initial Directors. The number of Directors may be increased from time to time as permitted in the By-Laws, but shall never be less than two (2). The initial Directors shall be: Lee Ell, 158 Golf Club Lane, Venice, Florida 34293 and Derrick Ritter, 1340 South Venice Blvd., Venice, Florida 34293. Lee Ell and Derrick Ritter shall hold office until

FILED
98 JAN 20 AM 7:44
CLERK OF STATE
TALLAHASSEE, FLORIDA

the first meeting of shareholders of this Corporation or until their successor or successors are duly qualified and elected.

ARTICLE V - CAPITAL STOCK

The total numbers of shares of stock that this Corporation shall be authorized to issue is 1,000 shares of common stock, par value \$1.00 per share; said shares shall be designated as "Capital Stock." The consideration for all shares of stock which may be issued by this Corporation may be paid, in whole or in part, in cash or in other property, real or personal, tangible or intangible, or in labor or in services actually performed for this Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. The Board of Directors of this Corporation shall fix a just valuation for any property or services paid as consideration for the issuance of any shares of stock.

ARTICLE VI - BY-LAWS

The power to adopt, amend, alter, rescind or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, Chapter 607 Florida Statutes, or as otherwise permitted by law.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law. The private and/or personal property of the Director or directors, or that of any shareholder of this Corporation, shall not be subject to payment of the debts of this Corporation.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind or repeal any provision contained in these Articles of Incorporation, any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The principal office of this Corporation shall be at 158 Golf Club Lane, Venice, Florida 34293, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial Registered Agent of this Corporation shall be Sari Lynn Reegler, 1521 S. Tamiami Trail, Suite 304, Venice, Florida 34292.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator of this Corporation is Sari Lynn Reegler, REEGLER & TORNESE, P.A., 1521 S. Tamiami Trail, Venice, Florida 34292.

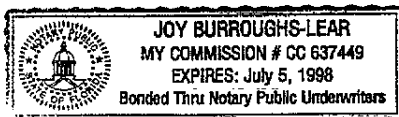
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of January, 1998.


SARI LYNN REEGLER

STATE OF FLORIDA)
COUNTY OF SARASOTA)

Acknowledged before me on January 13, 1998, by SARI LYNN REEGLER, who is personally known to me or and who did take an oath.


NOTARY PUBLIC-STATE OF FLORIDA



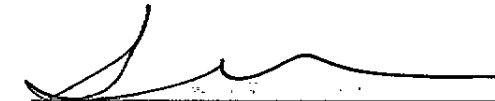
**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered Agent/Registered Office, in the State of Florida.

1. The name of the corporation is DANCEPRO MANAGEMENT,
INC.
2. The name and address of the Registered Agent and Office is:

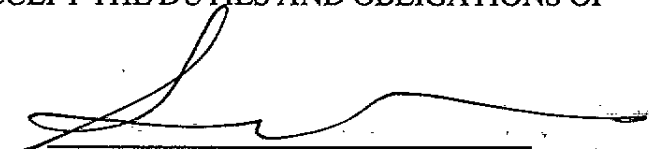
Sari Lynn Reegler
Reegler & Tornese, P.A.
1521 S. Tamiami Trail
Suite 304
Venice, Florida 34292

AUTHORIZED BY:


Sari Lynn Reegler

January 13, 1998
(Date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Registered Agent

January 13, 1998
(Date)

FILED
98 JAN 20 AM 7:44
CLERK OF STATE
TALLAHASSEE, FLORIDA