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Corporate Records Bureau
Division of Corporations
Department of State
The Capitol Building
P. O. Box 6327
Tallahassee, FL 32314

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Subject: Suncoast Academy of Dance, INC.

Gentlemen:

Enclosed herein please find the original and two copies of the Articles of Incorporation and Designation of Registered Agent regarding the above-captioned corporation. I am also enclosing a check in the amount of \$131.25 which represents the following fees:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Designation of Registered Agent	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Certificate of Status	\$ 8.75

TOTAL:	\$131.25

I would appreciate you filing the enclosed documents and providing my office with the certified copy of the Articles of Incorporation showing the corporation's existence as of the date of subscription.

Very truly yours,

Karen L. Brown

Karen L. Brown
1848 Laurence Ct
Clearwater, FL 33764

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ARTICLES OF INCORPORATION
OF
SUNCOAST ACADEMY OF DANCE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be Suncoast Academy of Dance, Inc.

ARTICLE II - PRINCIPAL OFFICE

This corporation shall have it's principal offices located at 1848 Laurence Ct, Clearwater, FL 33764.

ARTICLE III - PURPOSE

This corporation is organized as a not-for-profit corporation for the purpose of promotion and instruction of Dance for children ranging in age from 4 thru 19 years.

ARTICLE IV - ELECTION OF OFFICERS

The directors of this corporation are elected by majority vote of all stockholders of record at the date of election.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1848 Laurence Ct. Clearwater, FL 33763 and the name of the initial registered agent of this corporation at that address is Earl T. Brown.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Karen L. Brown
1848 Laurence Ct.
Clearwater, FL 33764

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Karen L. Brown
1848 Laurence CT.
Clearwater, FL 33764

Esther E. Souder
1501 - 84th Avenue N.
St. Petersburg, FL 33702

Earl T. Brown
1848 Laurence Ct.
Clearwater, FL 33764

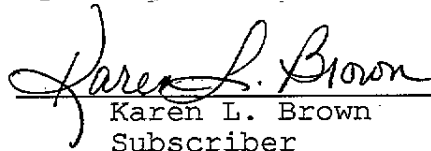
ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Not for Profit 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 if subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd Day of April, 1998.


Karen L. Brown
Subscriber

ACCEPTANCE OF REGISTERED AGENT

For

Suncoast Academy of Dance Inc.

Earl T. Brown having been named in the Articles of Incorporation as Registered Agent of Suncoast Academy of Dance, Inc. at its registered office of 1848 Laurence Ct, Clearwater, FL 33764 hereby accepts said designation as Registered Agent at said address, and states that he is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

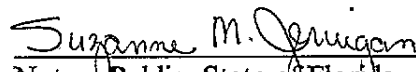
Dated this 3rd Day of April, 1998


Earl T. Brown

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of April, 1998, by Earl T. Brown.


Notary Public, State of Florida
My Commission Expires: 2-10-2002



Suzanne M. Jernigan
MY COMMISSION # CC715614 EXPIRES
February 10, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

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