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Secretary of State  
Division of Corporation

Tallahase, Fla.

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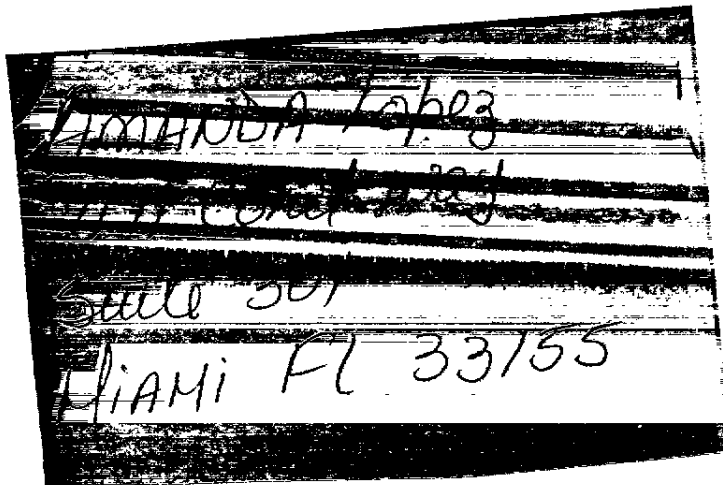
RE. SALSA BEATS DANCE STUDIOS CORPORATION

Gentelman:

Enclosed herewith are Articles of Incorporation for the proposed  
Corporation indicated above.

Please prepare a certified copy of said articles of Incorporation  
endorse your approval thereon, and return the copy to me.

Enclosed is also a check.



Thank you

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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WS

ARTICLES OF INCORPORATION  
OF  
SALSA BEATS DANCE STUDIOS CORPORATION

The undersigned, acting as incorporator of SALSA BEATS DANCE STUDIOS CORPORATION under the Florida Business Corporation Act adopts the following Articles of Incorporation.

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ARTICLE I

NAME

The name of the Corporation is:

SALSA BEATS DANCE STUDIOS CORPORATION

ARTICLE II

DURATION

The duration of the Corporation will be perpetual.

ARTICLE III

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

MAILING ADDRESS

The mailing address of the Corporation shall be:

12970 S.W. 17 ST  
MIAMI FL 33175

## ARTICLE V

### AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock without par value. The Board of Directors shall determine the consideration for each share of common stock to be issued, consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or promises to perform services evidenced by a written contract.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is

12970 S.W. 17 ST  
MIAMI FL 33175

Corporation's initial registered agent at that address is:

Ana Rosa Villareal

## ARTICLE VII

### INCORPORATOR

The name and street address of the incorporator is:

| NAME                               | ADDRESS                            |
|------------------------------------|------------------------------------|
| PRESIDENT: ARISLEYDA VILLAREAL     | 12970 S.W. 17 ST<br>MIAMI FL 33175 |
| VICE PRESIDENT: ANA ROSA VILLAREAL | 12970 S.W. 17 ST<br>MIAMI FL 33175 |
| TRESURER: VICTOR VILLAREAL         | 12970 S.W. 17 ST<br>MIAMI FL 33175 |

## ARTICLE VIII

### INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

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

x *Affireal*  
Incorporator

Before me, the undersigned authority, personally appeared \_\_\_\_\_ to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me, that she executed the same and subscribed to the same for the purposes therein expressed.

My Commission Expires: *June 01, 1998*



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE  
STATE OF FLORIDA.

1. The name of the corporation is: SALSA BEATS DANCE STUDIOS CORPORATION

2. The name and address of the registered agent and office is:

ANA ROSA VILLAREAL  
(Name)

12970 S.W. 17 ST.  
(P.O. Box or Mail Drop Box NOT Acceptable)

Miami FLA. 33175  
(City / State / Zip)

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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 registered agent.

x A. Villareal  
(SIGNATURE)

8-3-98  
(DATE)