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FLOWERS & FLEET, P. A.

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MICHAEL A. FLOWERS  
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J. D. WINGARD, JR.  
(OF COUNSEL)

P 980000078270  
September 3, 1998

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-09/04/98-01119-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporation  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: TIPPY TOES DANCE STUDIO, INC.


To Whom It May Concern:

Enclosed please find the original Articles of Incorporation, a copy to be certified and a check in the amount of \$70.00 for Filing Fees, cost of Certified Copy and Registered Agent Designation. Please file with the appropriate department for the above referenced corporation and forward the certified copy back to the above address in the enclosed self addressed stamped envelope.

If you are in need of further information feel free to contact me.

Thank you for your assistance.

Yours truly,



Michael A. Flowers

MAF:dlb  
Enclosures

FILED  
98 SEP -4 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/10/98  
MM

ARTICLES OF INCORPORATION  
OF  
TIPPY TOES PRO DANCE STUDIO, INC.

FILED  
98 SEP -4 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is TIPPY TOES PRO DANCE STUDIO, INC., and its principal office and mailing address is 1135 East John Sims Parkway, Niceville, Florida.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is a dance studio.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

#### ARTICLE FOUR

##### TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

#### ARTICLE FIVE

##### REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 30 Garden Lane, Apt. 124, Niceville, Florida. The registered agent is James Kevin Berry.

#### ARTICLE SIX

##### BOARD OF DIRECTORS

This Corporation shall have two director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial board of directors of the corporation are as follows:

Kimberly Gay Berry  
30 Garden Lane, Apt. 124  
Niceville, FL 32578

James Kevin Berry  
30 Garden Lane, Apt. 124  
Niceville, FL 32578

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE SEVEN

##### INDEMNIFICATION

The corporation shall indemnify any present or former

officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE EIGHT

##### REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

#### ARTICLE NINE

##### SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

#### ARTICLE TEN

##### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN

INCORPORATOR

The name and address of the incorporator is :

MICHAEL A. FLOWERS  
1201 Eglin Parkway  
Shalimar, FL 32579

IN WITNESS WHEREOF, the undersigned incorporator does hereby  
execute these Articles on 9-3, 1998.

  
\_\_\_\_\_  
MICHAEL A. FLOWERS, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared  
MICHAEL A. FLOWERS, Incorporator, for the purpose of lawfully  
executing these Articles of Incorporation.

  
\_\_\_\_\_  
Notary Public

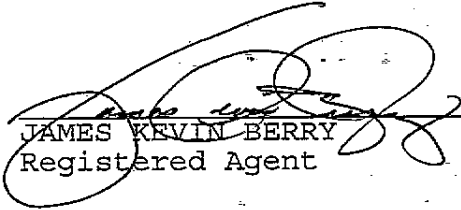
My Commission Expires:



DEBRA L. BROOKS  
My Commission CC544871  
Expires May. 29, 2000

ACCEPTANCE BY THE REGISTERED AGENT

I, JAMES KEVIN BERRY, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on 9/3, 1998.

  
JAMES KEVIN BERRY  
Registered Agent

FILED  
98 SEP -4 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA