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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 29, 1999

EMPIRE

SUBJECT: SOLO FLAMENCO, INC.
REF: W99000002296

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOLO FLAMENCO, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SOLO FLAMENCO, INC. and the address is 3301 Coral Way, #230, Miami, Florida 33145.

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of purchasing, selling and distributing of dance supplies and accessories as well as art objects, memorabilia and collectibles for profit. Furthermore, the above corporation is organized to conduct any and all other lawfully related business.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued

thereof, as is determined from time to time by the Board of Directors, to be paid, in whole or in

Prepared by: Stephen T. Millan
8603 S. Dixie Hwy #208 (305) 284-8000
Miami, FL 33143 FBN-883719

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part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration thereof, has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation. The names and street addresses of the initial Director who shall hold office until his successor(s), who shall be chosen at the first meeting of stockholders as qualified shall be:

NAME	ADDRESS
Angel A. Diaz	3054 Center Street, Miami, Florida 33133
Luzandra Diaz	3054 Center Street, Miami, Florida 33133
Ramon Diaz	3054 Center Street, Miami, Florida 33133

ARTICLE VI - 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 permitted by law.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

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ARTICLE VIII - AMENDMENT

The 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 is subject to this reservation.

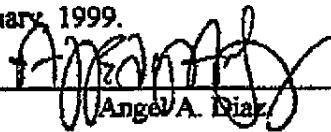
ARTICLE IX - INCORPORATOR

The name and address of the subscribers to these Articles of Incorporation is Angel A. Diaz, 3054 Center Street, Miami, Florida 33133

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is 8603 South Dixie Highway, Suite 208, Miami, Florida 33143 and the name of the initial registered agent at that address is Stephen T. Millan, Esq.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation on this 28th day of January, 1999.


Angel A. Diaz

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and acknowledgments, personally appeared Angel A. Diaz, who, after being duly sworn, and who produced FL DL 200-001-71-2440 as identification, or who is personally known to me, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein intended.


Sworn to and subscribed before me this 28th day of January, 1999.

NOTARY PUBLIC:

My Commission Expires:



STEPHEN T. MILLAN
My Commission C0880187
Expires Jun. 09, 2000


(Sign)
Stephen T. Millan
(Print)

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CERTIFICATE OF REGISTERED AGENT
SOLO FLAMENCO, INC.

Pursuant to Florida Statutes Chapters 48 and 607, the following is submitted:

The above corporation, desiring to organize under the Laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation, at 8603 South Dixie Highway, Suite 208, Miami, Florida 33143, has named Stephen T. Millan, Esq., located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

BY: Stephen T. Millan
 Stephen T. Millan, Esq.

STATE OF FLORIDA)
) ss
 COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and acknowledgments, personally appeared Stephen T. Millan, who, after being duly sworn, and who produced _____ as identification, or who is personally known to me, executed the foregoing Certificate of Registered Agent and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein intended.

Sworn to and subscribed before me this _____ day of January, 1999.

My Commission Expires:

NOTARY PUBLIC:

 (Sign)

 (Print)

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