

ARTICLES OF INCORPORATION

OF

HAPPY TAPS, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation;

ARTICLE ONE

NAME

The name of the corporation is **HAPPY TAPS, INC.**

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are to engage in the instruction of students in the art of dance, operation of a dance studio, sale of merchandise; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE FOUR

REGISTERED OFFICE

4.01. The street address of the initial registered office of the corporation is 1240 Highway 31, Suite 209, P.O. Box 1012, Alabaster, AL 35007.

4.01. The initial registered agent at that address is Robin Johnson.

ARTICLE FIVE

CAPITAL STOCK

The total number of share that the corporation has authority to issue is 100 shares of common stock with a par value of One Dollar (\$1.00) per share.

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Inst # 1995-06196

The number of shares subscribed shall be 100 and the name and address of the subscribers to the capital stock are as follows:

<u>Name</u>	<u>Number of Shares</u>
Robin Johnson	50
Brenda Johnson	50

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Six. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

Robin Johnson	336 8th Street S.W. Alabaster, AL 35007
Brenda Johnson	336 8th Street S.W. Alabaster, AL 35007

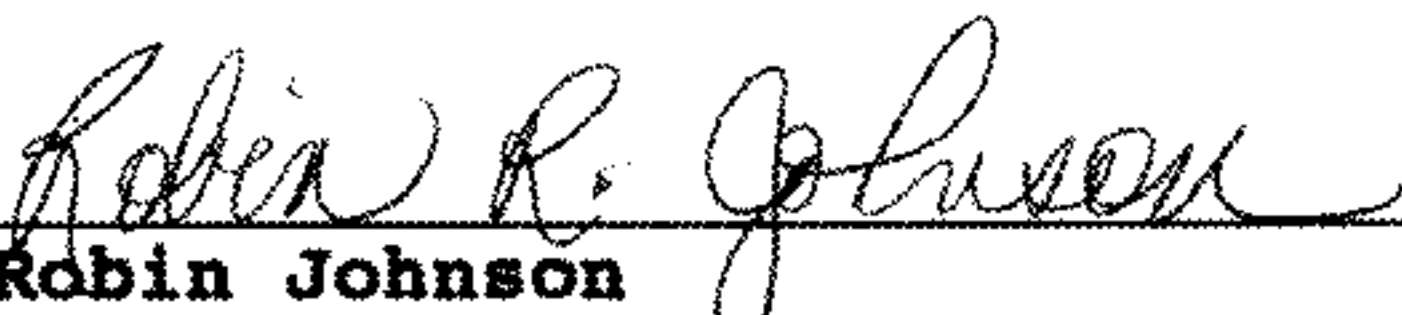
ARTICLE SEVEN

INCORPORATORS

The names and addresses of the incorporators are:

Robin Johnson	336 8th Street S.W. Alabaster, AL 35007
Brenda Johnson	336 8th Street S.W. Alabaster, AL 35007

I, the undersigned, have subscribed my name this the 21st day of July, 1994.


Robin Johnson


Brenda Johnson

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Happy Taps, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James Kramer, PO Box 1012, Alabaster, AL 35007 for a period of one hundred twenty days beginning March 3, 1995 and expiring July 2, 1995.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 3, 1995

Date

Jim Bennett

Secretary of State

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