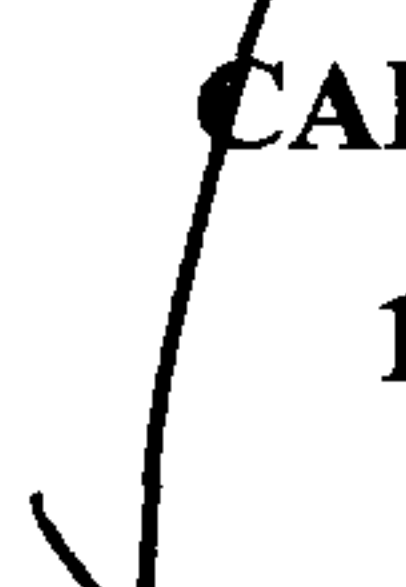




20030702000419100 Pg 1/4 80.00
Shelby Cnty Judge of Probate, AL
07/02/2003 14:39:00 FILED/CERTIFIED

**CERTIFICATE OF REGISTRATION
OF
THE PELHAM DANCE CENTER, LLP
an Alabama Limited Liability Partnership**

July 2003

 **CAPELL & HOWARD, P.C.
150 South Perry Street
Post Office Box 2069
Montgomery, Alabama 36102-2069**

CERTIFICATE OF REGISTRATION
OF
THE PELHAM DANCE CENTER, LLP,
an Alabama Limited Liability Partnership

Pursuant to Article 10 of the Alabama Uniform Partnership Act (1996), codified as Code of Alabama 1975, sections 10-8A-1001, et seq., the undersigned hereby register the following Alabama limited liability partnership:

ARTICLE I

NAME OF PARTNERSHIP

The name of the limited liability partnership (the "Partnership") is "The Pelham Dance Center, LLP." The Partnership has heretofore conducted business as an Alabama general partnership under the name of Stevan Grebel Dance Center Partnership, composed of Paul D. Wharton, Rhonda Wharton, Stevan Grebeldinger, a/k/a Stevan Grebel, and Deborah Grebeldinger, a/k/a Deborah Grebel, pursuant to a written agreement among the partners effective as of June 11, 2002 (although inadvertently dated June 11, 2004). Stevan Grebel and Deborah Grebel, formerly general partners of the Partnership, dissociated from the Partnership pursuant to a written agreement dated June 30, 2003, and evidenced by a Statement of Dissociation dated the same, a copy of which is on file at office of the Judge of Probate of Shelby County, Alabama, the county in which the Partnership was organized. The Partnership subsequently changed its name to The Pelham Dance Center Partnership pursuant to a written Notice of Change of Name dated June 30, 2003, a copy of which is on file at office of the Judge of Probate of Shelby County, Alabama.

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE

The mailing and street address of the principal office of the Partnership is 2004 Woodsorrell Drive, Birmingham, Alabama 35244-1125.

ARTICLE III

BUSINESS OF PARTNERSHIP

The Partnership engages in the business of owning and operating a dance instruction studio. The Partnership is empowered and authorized to do everything necessary, proper, advisable or convenient in connection with the operation of said dance studio, and to do all other things incidental thereto that are not prohibited by law.

ARTICLE IV

STATEMENT OF REGISTRATION


The Partnership registers as a registered limited liability partnership by filing this Certificate of Registration in the office of the Judge of Probate of Shelby County, Alabama, and the Secretary of State of Alabama in accordance with Code of Alabama 1975, section 10-8A-1001.

ARTICLE V

REGISTRATION EFFECTIVE DATE

This Certificate of Registration of the Partnership as an Alabama registered limited liability partnership will be effective upon its being filed for record in the offices of the Judge of Probate of Shelby County, Alabama.

Dated: July 1, 2003.



Paul D. Wharton
General Partner

STATE OF ALABAMA)

COUNTY OF Montgomery)

I, the undersigned, a Notary Public, do hereby certify that on this the 18 day of July, 2003, personally appeared before me Paul D. Wharton, who, being known to me and after having first been duly sworn, signed the foregoing document in his individual capacity and as a general partner, and declared to me upon his oath that the statements therein contained are true.

Lina M. Wyatt

Notary Public

8/18/2003

My Commission Expires

This instrument prepared by:
John Herbert Roth, Esq.
Capell & Howard, P.C.
P. O. Box 2069
Montgomery, AL 36102-2069
(334) 241-8000