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TO: Department of State
Division of Corporation
409 E. Gaines St.
Talahassee, FL 32399

FROM: T. J. Johnson, Jr.
1918 Robinhood Street
Sarasota, FL 34231

DATE: 11/18/97

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-11/24/97--01076--003
****122.50 ****122.50

RE: Articles of Incorporation
FOR
Swim World of Ellenton, Inc.
Swim Mart, Inc.
Swim World of Florida City, Inc.

Attached please find 2 copies of the articles of incorporation and a check for $122.50 for each of the 3 corporations listed above. Please records these 3 corporations and return one certified copy to me. An addressed envelope is enclosed for your convenience.

Should you have any questions, please contact myself or my assistant, Ginny Cladin, at our corporate offices 941-927-8445 or at the above address.

Thank you in advance for your assistance in this matter.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED MAIL # P 173 342 538

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
SWIM WORLD OF FLORIDA CITY, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: Swim World of Florida City, Inc.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 Shares of Common Stock having a par value of $1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1918 Robinhood Street, Sarasota, Florida 34231-3620.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1918 Robinhood Street, Sarasota, Florida 34231-3620 and the registered agent at such office is T. J. Johnson, Jr..

ARTICLE VII - DIRECTORS

This Corporation shall have 2 (two) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

T. J. Johnson, Jr.
5146 Kestral Park Way S.
Sarasota, FL 34231-3246

Judith Johnson
5146 Kestral Park Way S.
Sarasota, FL 34231-3246

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at the Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

T. J. Johnson, Jr.
5146 Kestral Park Way S.
Sarasota, FL 34231-3246

The undersigned has executed these Articles this first day of October, 1997.

T. J. Johnson, Jr. "INCORPORATOR"

Having been named as Registered Agent and to accept service of process for Swim World of Florida City, Inc. at the place designated in the Articles, 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.

11/17/97
Date

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA