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MAR 24 PM 4:29
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 635379 86533A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : March 22, 2000

ORDER TIME : 11:59 AM

ORDER NO. : 635379-005

CUSTOMER NO: 86533A

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CUSTOMER: Josh Gutstein, Esq
JAMES E. BURK, ESQUIRE
JAMES E. BURK, ESQUIRE
1818 N Street Nw
Suite 701
Washington, DC 20036

DOMESTIC FILING

NAME: TURN, KICK, REACH SWIMMING
ACADEMY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

3/27/00

RECEIVED
00 MAR 24 PM 3:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 MAR 24 PM 4: 29

OF

TURN, KICK, REACH SWIMMING ACADEMY, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of § 607 of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is TURN, KICK, REACH SWIMMING ACADEMY, INC.

SECOND: The street address and mailing address, wherever located, of the principal office of the corporation is 3340 E. Point Drive, Cooper City, Florida 33026.

THIRD: The total number of authorized shares of the Corporation shall be 10,000,000 (Ten Million) voting common shares with \$0.001 (one tenth of one cent) par value and 3,000,000 (Three Million) preferred shares with \$0.001 (one tenth of one cent) par value. Authority shall be vested with the board of directors to change the class, the number of each class of stock and the voting powers, designations, preferences, limitations, restrictions, and relative rights of each class of stock.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 3340 E. Point Drive, Cooper City, Florida 33026.

The name of the initial registered agent of the corporation at the said registered office is Mindy York.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The names and the addresses of the incorporators are:

NAME	ADDRESS
Marlene Bloom	3340 E. Point Drive, Cooper City, Florida 33026
Mindy York	3340 E. Point Drive, Cooper City, Florida 33026

SIXTH: The names and the addresses of the initial Directors are:

Marlene Bloom	3340 E. Point Drive, Cooper City, Florida 33026
Mindy York	3340 E. Point Drive, Cooper City, Florida 33026

SEVENTH: The purposes for which the corporation is organized are as follows:

To help children learn how to swim and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.


To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on


Marlene Bloom, Incorporator


Mindy York, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: Marlene R. Bloom
MARLENE R. BLOOM, CO-PRESIDENT

Mindy York
Mindy York, President

Date: March 22, 2000

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