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May 24, 2000

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Pebble Creek Swim Club, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above limited liability company, along with a check in the amount \$70.00 for the filing fee.

Sincerely yours,

Debrah Mayworth

DEBRAH MAYWORTH
Legal Assistant
HAYES & ASSOCIATES, P.A.
21859 State Road 54, Suite 200
Lutz, Florida 33549
(813) 949-6525

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PEBBLE CREEK SWIM CLUB, INC.

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be PEBBLE CREEK SWIM CLUB, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

18909 Edinborough Way
Tampa, FL 33647

ARTICLE III - PURPOSE

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

This manner in which the directors are elected or appointed shall be stated in the bylaws of the corporation.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and the street address of the initial registered agent is:

BOB GILMORE
18909 Edinborough Way
Tampa, FL 33647

ARTICLE VII - MEMBERS

The qualifications for members and the manner of their admission shall be as set forth in the bylaws of the corporation.

ARTICLE VIII - FIRST BOARD OF DIRECTORS AND OFFICERS

The name and address of the members of the first Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

BOB GILMORE
18909 Edinborough Way
Tampa, FL 33647

DONNA M. GERMAN
18307 Cypress Stand Circle
Tampa, FL 33647

MARIA D. FARRELL
9729 Fox Hollow Road
Tampa, FL 33647

ARTICLE IX - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

BOB GILMORE
18909 Edinborough Way
Tampa, FL 33647

ARTICLE X - DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization

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is then located, exclusively for such purposes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has hereunto executed these Articles of Incorporation this

23 day of May, 2000.

Bob Gilmore
BOB GILMORE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

PEBBLE CREEK SWIM CLUB, INC.

2. The name and address of the registered agent and office is:

BOB GILMORE
18909 Edinborough Way
Tampa, FL 33647

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

Bob Gilmore
BOB GILMORE

DATE

5/23/00