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October 6, 1998

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*****78.75 *****78.75

*CERTIFIED MARITAL & FAMILY LAW

†CERTIFIED FAMILY MEDIATOR

‡CERTIFIED CIVIL MEDIATOR

Via: CERTIFIED MAIL
Z 385 783 767

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: 300 SWIM TEAM, INC.


Dear Sir, Madame:

Enclosed please find the following:

1. One (1) fully executed original of the Articles of Incorporation for the 300 Swim Team Inc., together with Certificate of Designation of Registered Agent/Registered Office with two (2) copies of same.
2. Check #7370 in the amount of \$78.75 payable to the order of the Division of Corporation as and for your filing fee.

Please process in your normal course of business. After time stamping the Articles of Incorporation, please send me a copy in the enclosed stamped envelope.

Sincerely yours,


Kevin Daly

KD/jes

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -7 AM 10:25

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT -7 AM 10:25

**Articles of Incorporation
of
300 Swim Team, Inc.**

Article I
Name of Corporation

The name of the corporation shall be "300 Swim Team, Inc." The corporation's principal office address shall be at 3715 NW 12th Avenue, Gainesville, FL 32605.

Article II
Purpose of Corporation

The general purpose for which this corporation is organized shall be to foster national or international amateur sports competition under section 501(c)(3) of the Internal Revenue Code and to support and develop amateur athletes for national or international sports competition under section 501(j) of the Internal Revenue Code. The 300 Swim Team, Inc. is devoted to improving the performance of outstanding athletes for Olympic, Pan American and NCAA sporting events.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III
Income Distribution

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Article IV
Dissolution

Upon the 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 , or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose . Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V
Members

The qualification for membership and admission to the 300 Swim Team, Inc. shall be determined as provided in the corporation's bylaws.

Article VI
Board of Directors

The manner in which the directors shall be elected or appointed will be determined as provided in the corporation's bylaws.

Article VII
Existence

This corporation shall exist perpetually unless dissolved according to law.

Article VIII
Registered Office and Registered Agent

The registered office of the corporation shall be 3715 NW 12th Avenue, Gainesville, FL 32605.

The registered agent of the corporation shall be: Kevin Daly at 3715 NW 12th Avenue, Gainesville, FL 32605.

Article IX
Bylaws

The Bylaws of the 300 Swim Team, Inc. shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the bylaws.

Article X
Amendments

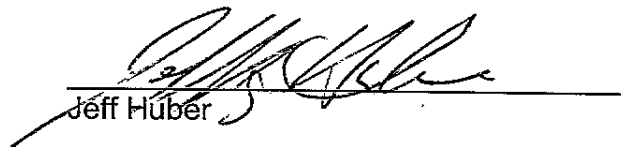
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by a simple majority vote of all members of the corporation and all rights conferred upon members herein are granted subject to this reservation.

Article XI
Incorporator

The name and address of the Incorporator is:

Jeff Huber
7024 NW 52nd Terrace
Gainesville, FL 32653

IN WITNESS WHEREOF, I, the undersigned subscriber to these Articles of Incorporation, have set my hand and seal this 5th day of October, 1998.


Jeff Huber

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

300 Swim Team, Inc.

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

Kevin Daly
3715 N.W. 12th Avenue
Gainesville, FL 32605

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.



KEVIN DALY

October 5, 1998