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CAPELLER & BENNETT
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

350 Camino Gardens Boulevard
Suite 303
Boca Raton, Florida 33432

FILED
00 JUL 31 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John M. Cappeller, Jr., P.A.
Geoffrey C. Bennett, P.A.

Telephone: 561-620-2599
Facsimile: 561-620-2565

July 26, 2000

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

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

Re: Filing Articles of Incorporation for Dolphin Swim & Fitness, Inc.

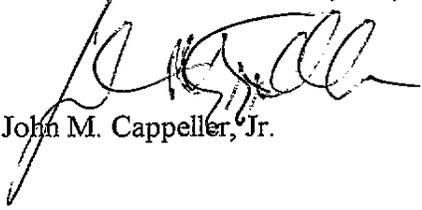
Dear Division:

Enclosed for filing please find Articles of Incorporation for the above referenced corporation. Also enclosed please find my firm's trust account check in the amount of \$78.75, the required filing fee.

Please forward the copy to my office and if further information is needed please do not hesitate to contact me.

Very truly yours,

JOHN M. CAPELLER, JR., P.A.


John M. Cappeller, Jr.

JMC/dr
Enclosures

Handwritten initials
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DOLPHIN SWIM & FITNESS, INC.**

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

ARTICLE I - NAME

The name of the corporation shall be DOLPHIN SWIM & FITNESS, INC. whose principal office and mailing address is 1000 Palm Trail, #10, Delray Beach, Florida 33483.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) at \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is MARY E. DeMICCO, 1000 Palm Trail, #10, Delray Beach, Florida 33483, and the undersigned subscriber, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles does hereby accept the appointment as Registered Agent and agree to act in this capacity. And does further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Directors initially. The number of Directors may be either increased or decreased from time to time pursuant to the By-Laws but shall never be less than one. The name and address of the initial Board of Directors of this corporation is:

MARY E. DeMICCO,
1000 Palm Trail, #10
Delray Beach, Florida 33483

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: MARY E. DeMICCO, 1000 Palm Trail, #10, Delray Beach, Florida 33483.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 26 day of July, 2000.

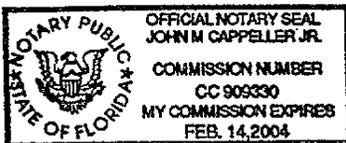
Mary E. DeMicco
MARY E. DeMICCO
Incorporator and Registered Agent

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared MARY E. DeMICCO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of July, 2000.

My Commission Expires:



[Signature]
Notary: _____
Printed Name _____