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Division of Corporations

Page 1 of 2

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**FLORIDA PROFIT CORPORATION OR P.A.**

**LEARN2SWIM, INC.**

/ D. WHITE DEC 11 2003

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**ARTICLES OF INCORPORATION**  
**OF**  
**LEARN2SWIM, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation ("Corporation") is LEARN2SWIM, INC.

**ARTICLE II**

The existence of the Corporation shall begin on December 10, 2003.

**ARTICLE III**

The street address of the principal office of the Corporation is 744 Riverside Drive, Coral Springs, FL 33065.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 100, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is 2338 Hollywood Boulevard, Hollywood, FL 33020. The initial registered agent for the Corporation at that address is Jay E. Auerbach.

**ARTICLE VI**

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall

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P. 3

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never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

| NAME        | ADDRESS  | TITLE                    |
|-------------|--|--------------------------|
| KAREN KING  | 744 Riverside Drive<br>Coral Springs, FL 33065 | President                |
| JULIE NITTI | 744 Riverside Drive<br>Coral Springs, FL 33065 | V.P./Secretary/Treasurer |

#### ARTICLE VII

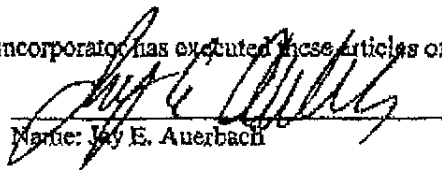
The names and street addresses of the persons signing these articles of incorporation are:

| NAME            | ADDRESS   |
|-----------------|---|
| Jay E. Auerbach | 2338 Hollywood Boulevard<br>Hollywood, FL 33020 |

#### ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on December 9, 2003.

  
Name: Jay E. Auerbach

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LEARN2SWIM, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: Jay E. Auerbach

Date: December 9, 2003.

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