ACCOUNT NO. :

0721000000032

REFERENCE: 624662

80719A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE: June 22, 1995

ORDER TIME : 11:51 AM

ORDER NO. : 624662

CUSTOMER NO: 80719A

100001521001 -06/22/35--01042--037 *****70.00 *****70.00

CUSTOMER:

Eugene O. George, Esq.

BURKET SMITH BOWMAN & GEORGE

Suite 3

22 South Tuttle Avenue Sarasota, FL 34237

DOMESTIC FILING

NAME: SWIMAMERICA OF SARASOTA, INC.

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ARTICLES OF INCORPORATION ___ CERTIFICATE OF LIMITED PARTNERSHIP

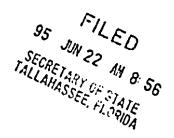
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY ___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS: T. BROWN JUN 2 3 1995

ARTICLES OF INCORPORATION OF SWIMAMERICA OF SARASOTA, INC.



The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: SwimAmerica of Sarasota, Inc., and the address is: 3671 Beneva Oaks Drive, Sarasota, Florida 34238.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 3671 Beneva Oaks Drive, Sarasota, Florida 34238, and the name of its initial Registered Agent at that address is DEBORAH W. WALKER.

Article 6. Incorporator. The name and address of the Incorporator is as follows:

DEBORAH W. WALKER 3671 Beneva Oaks Drive Sarasota, Florida 34238 IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 65 day of June, 1995.

DEBORAH W. WALKER, Incorporator

STATE OF FLORIDA COUNTY OF SARASOTA

Before me personally appeared DEBORAH W. WALKER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of June, 1995.

Notary Publiq Print Name:

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SwimAmerica of Sarasota, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 16th day of June, 1995.

DEBORAH W. WALKER, Registered Agent