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Transmittal Letter

June 2, 1999

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

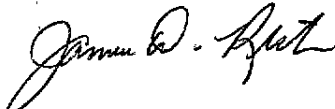
SUBJECT: Jim Rich Tennis Academy, Inc.

Please find enclosed an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent / Registered Office for Jim Rich Tennis Academy, Inc., a new Florida corporation.

A check for \$78.75 is enclosed for the filing fee, Registered Agent Designation and one certified copy.

Please send the certificate and certified copy of the articles to James D. Rich at 474 South Pinoak Place, Suite 200, Longwood, Florida 32779.

Thank you,



James D. Rich

474 South Pinoak Place, Suite 200  
Longwood, Florida 32779.  
(407) 221-7779

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-06/04/99--01076--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE

6-1-99

FILED  
99 JUN -4 PM 4: 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

6-1-99

Articles of Incorporation of  
Jim Rich Tennis Academy, Inc.  
A Florida corporation

FILED  
99 JUN -4 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, pursuant to Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for Jim Rich Tennis Academy, Inc., a Florida corporation.

Article I. Name

The name of the corporation is: Jim Rich Tennis Academy, Inc.

Article II. Address

The principal office and mailing address of the corporation is: 474 South Pinoak Place, Suite 200, Longwood, Florida 32779. —

Article III. Authorized Shares

The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares without par value common stock.

Article IV. Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 474 South Pinoak Place, Suite 200, Longwood, Florida 32779, and the corporation's initial registered agent at such address is James D. Rich.

Article V. Incorporator

The name and street address of the Incorporator of these Articles of Incorporation is James D. Rich, 474 South Pinoak Place, Suite 200, Longwood, Florida 32779.

Article VI. Duration

The duration of the corporation shall be perpetual.

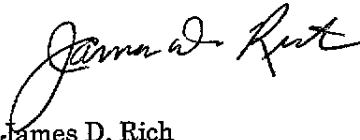
Article VII. Purpose

The corporation is organized for the purpose of engaging in the business of tennis instruction, and the corporation may engage in any and all other lawful business which corporations may conduct under the laws of the State of Florida.

Article VIII. Effective Date

Pursuant to the provisions of Section 607.0203, Florida Statutes, the effective date of these Articles is June 1, 1999. —

The undersigned Incorporator has executed these Articles of Incorporation this 1st day of June, 1999.



James D. Rich

Certificate of Designation of  
Registered Agent / Registered Office

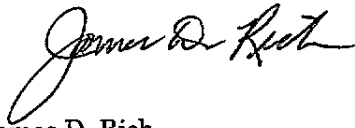
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the corporation's registered agent and registered office in the State of Florida.

1. The name of the corporation is: Jim Rich Tennis Academy, Inc.
2. The name and address of the registered agent and registered office is:

James D. Rich  
474 South Pinoak Place, Suite 200,  
Longwood, Florida 32779

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.

Executed this 1st day of June, 1999.



James D. Rich,  
As Registered Agent for  
Jim Rich Tennis Academy, Inc.  
474 South Pinoak Place, Suite 200  
Longwood, Florida 32779