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September 22, 1999

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

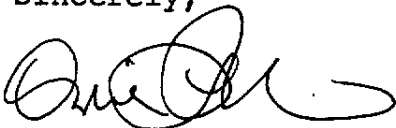
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1999 SEP 27 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

I enclose Articles of Incorporation of Swim & Fitness Camp at
Westchase, Inc., of Tampa, Florida.

A check in the amount of \$78.75 covering the required filing fees
is also enclosed.

Sincerely,



Annie Laurie Pardo
3649 W. Waters Ave.
Tampa, FL 33614

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, being a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida by and under the provisions of the Statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation is Swim & Fitness Camp at Westchase, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - PURPOSES OF CORPORATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all power conferred from time to time by law upon corporations formed under such Act.

ARTICLE III - EFFECTIVE DATE

The effective date of incorporation shall be the date of filing of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The total authorized capital stock of this corporation shall be 1,000 shares of common stock of \$1.00 par value per share. The whole or any part of the capital stock of said corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors.

Property or labor may also be purchased with the capital stock at such a valuation as shall be determined by the Director.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be \$500.00.

ARTICLE VI - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII - ADDRESS

The principal place of business of said corporation shall be at 3649 West Waters Avenue, Tampa, Florida 33614, with the privilege of, however, transferring such principal place of business or having branch offices or places of business at any other place or places within or without the State of Florida.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

Ms. Annie Laurie Pardo of 3649 West Waters Avenue, Tampa, Florida 33614, is hereby designated as Resident Agent for the corporation as required by law.

ARTICLE IX - INCORPORATORS

The name and address of the incorporator and the number of shares or stock which she has agreed to take is:

| Name | Shares | Address |
|--------------------|--------|----------------------------------------|
| Annie Laurie Pardo | 500 | 3649 W. Waters Ave. Tampa, FL 33614 |

ARTICLE X - DIRECTORS

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE XI - INITIAL DIRECTORS

The name and address of the initial Director of the Corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws, has qualified and been elected is:

| Name | Address |
|--------------------|----------------------------------------|
| Annie Laurie Pardo | 3649 W. Waters Ave. Tampa, FL 33614 |

ARTICLE XII - INITIAL OFFICERS

The name and address of the first officer of the corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws, shall hold office for the first year of the corporation's existence, or until her successor is elected and has qualified, is as follows:

| Name | Office | Address |
|--------------------|---------------------------------------|----------------------------------------|
| Annie Laurie Pardo | President, Secretary and Treasurer | 3649 W. Waters Ave. Tampa, FL 33614 |

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Tampa, Florida, for the uses and purposes of aforesaid, on this 22nd day of September, 1999.

Signed in presence of:

Gloria M. del Puerto

Annie Laurie Pardo

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Annie Laurie Pardo who is well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged

before me, according to law, that she made and subscribed the same
for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal at Tampa, Florida, this 22nd day
of September, 1999.

Juan A. del Cueto

Notary Public



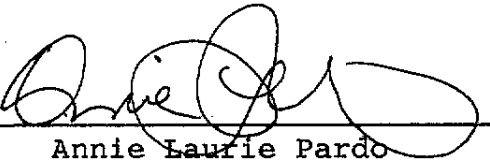
SWIM & FITNESS CAMP AT WESTCHASE, INC.

ACCEPTANCE OF SERVICE AS RESIDENT AGENT

The undersigned, Annie Laurie Pardo of 3649 West Waters Avenue, Tampa, Florida 33614, having been named as resident agent to accept service of process for the above named corporation, at the registered office designated in these Articles of Incorporation, hereby agrees and consents to act in that capacity.

The undersigned is familiar with and accepts the duties and the obligations of Section 607.325, Florida Statutes.

Dated this 22nd day of September, 1999.


Annie Laurie Pardo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA