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January 3, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300003089229--4
-01/05/00-01073-003
*****78.75 *****78.75

Re: **MATT'S POOL SERVICE, INC.**
Articles of Incorporation

Gentlemen:

Please be advised that the fictitious name of **MATT'S POOL SERVICE AND REPAIR** which is currently on file with the State is one and the same as the contemplated corporate name **MATT'S POOL SERVICE, INC.** which is being incorporated herein. Accordingly, you find enclosed the original plus one copy of Articles of Incorporation for **MATT'S POOL SERVICE, INC.** together with a check in the amount of **\$78.75**, to cover costs as follows:

Filing fee	35.00
Certified copy of Articles	35.00
Designation of Registered Agent	<u>8.75</u>
	\$ 78.75

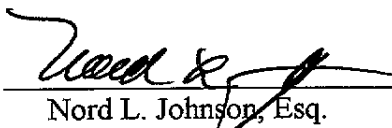
FILED
00 JAN -5 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file these Articles of Incorporation at your earliest possible convenience and return the certified copy to me in the preaddressed, stamped envelope provided.

Your prompt assistance is very much appreciated.

Very truly yours,

NORD L. JOHNSON, P.A.

By: 
Nord L. Johnson, Esq.

NLJ/cp
enclosures

Handwritten initials

ARTICLES OF INCORPORATION
of
MATT'S POOL SERVICE, INC.

FILED
00 JAN -5 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

MATT'S POOL SERVICE, INC.

ARTICLE II - DURATION

The term of the existence of the corporation is perpetual.

ARTICLE III - PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, of a single class, having a nominal or par value of TEN CENTS (.10) per share).

ARTICLE V - PREEMPTIVE RIGHT GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

The address of the principal office and the initial registered office of the corporation is 104 Deerfoot Road, DeLand, Volusia County, State of Florida, 32720. The initial registered agent at such address is:

LORI L. KUSHNER, Registered Agent

ARTICLE VII

The business of the corporation and the conduct of its affairs shall be managed by its common shareholders and this provision shall be binding upon all common shareholders and this provision shall be binding upon all common shareholders, its transferees, and assigns, and shall be valid only so long as its shares are not listed on the National Security Exchange or regularly quoted in an over the counter market.

ARTICLE VIII

The names and street addresses of the initial shareholders of the corporation, all of whom are of full age and citizens of the United States are, as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
MATTHEW P. KUSHNER	1084 E. Wisconsin Orange City, FL 32763
LORI L. KUSHNER	1084 E. Wisconsin Orange City, FL 32763

ARTICLE IX - OFFICERS

The principal officers of this corporation shall be a President and Vice President/Secretary-Treasurer. Additional officers and agents may be appointed or elected as provided by the By-Laws. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified are as follows:

<u>NAME /ADDRESS</u>	<u>OFFICE</u>
Matthew P. Kushner 1084 E. Wisconsin Orange City, FL 32763	President
Lori L. Kushner 1084 E. Wisconsin Orange City, FL 32763	Vice President/Secretary-Treasurer

ARTICLE X

The names and addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

MATTHEW P. KUSHNER

1084 E. Wisconsin
Orange City, FL 32763

LORI L. KUSHNER

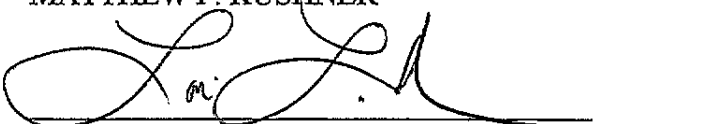
1084 E. Wisconsin
Orange City, FL 32763

ARTICLE XI

Amendment to these Articles of Incorporation may be made in the manner provided by law and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

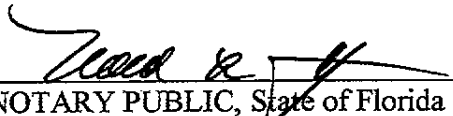
IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals to the above Articles of Incorporation this 30th day of December 1999, to be effective upon the date of filing.


MATTHEW P. KUSHNER

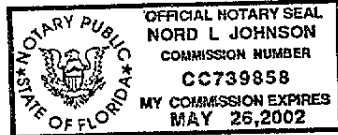

LORI L. KUSHNER

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing ARTICLES OF INCORPORATION were acknowledged before me this 30th day of December, 1999, by MATTHEW P. KUSHNER and LORI L. KUSHNER, who are both personally known to me to be the persons described as the shareholders and/or incorporators in the foregoing Articles of Incorporation and they acknowledged before me that they executed same, and they did not take an oath.



NOTARY PUBLIC, State of Florida
NORD L. JOHNSON



ACCEPTANCE BY REGISTERED AGENT

I, **LORI L. KUSHNER**, the undersigned, do hereby accept the appointment of registered agent of **MATT'S POOL SERVICE, INC.** I am familiar with, and accept the obligations of Florida Statutes 607.325.



LORI L. KUSHNER

FILED
00 JAN -5 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA