

P02000008004

September 1, 2001

100004781971--8  
-01/17/02--01048--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 JAN 17 AM 10:36

RE: Articles Of Incorporation

Gentlemen:

Enclosed please find the Articles Of Incorporation for the purpose of approval of the Secretary Of State.

In addition, we remit the following fees:

Filing Fee	\$35.00
Registered Agent	35.00
Total	\$70.00

Sincerely,



Edward Rogers  
Specialty Pool Services, Inc.  
40421 US Highway 19 North  
Tarpon Springs, Florida 34689

1-24-02  
OC

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 JAN 17 AM 10:36

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
SPECIALTY POOL SERVICES, INC.

- FIRST      The name of this corporation is Specialty Pool Services, Inc.
- SECOND.    Its registered office in the State Of Florida is to be located at  
40421 US Highway 19 North, Tarpon Springs, Florida 34689,  
County of Pinellas. The registered agent in charge thereof is  
Edward Rogers, 40421 US Highway 19 North, Tarpon Springs,  
Florida 34689.
- THIRD.     The nature of the business and, the objects and purposes proposed  
to be transacted, promoted, and carried on, are to do any or all the  
things herein mentioned, as fully and to the same extent as natural  
persons might or could do, and in any part of the world.  
"The purpose of the corporation is to engage in any lawful act or  
activity for which corporations may be organized under the  
General Corporation Law Of Florida."
- FOURTH.   The amount of the total authorized capital stock of this



With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of the corporation.

The By-Laws shall determine whether and to what extent the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this corporation, except as conferred by the Law of the By-Laws or by resolution of the Stockholders.

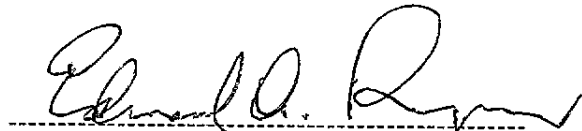
The stockholders and directors shall have the power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in the Certificate of Incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State Of Florida, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

~~Dated September 1, 2001~~

January 15, 2002



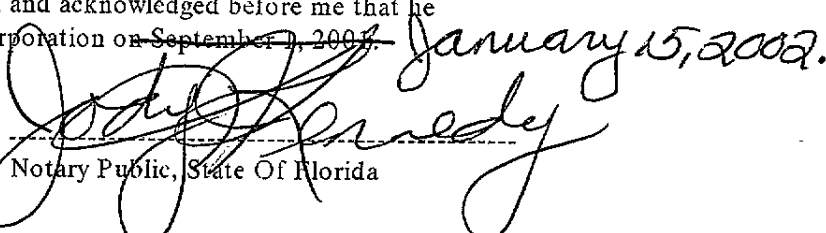
Edward Rogers

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared Edward Rogers to me known to be the person described as Incorporator and who executed the foregoing Articles Of Incorporation, and acknowledged before me that he subscribed to these Articles Of Incorporation on ~~September 1, 2001~~ January 15, 2002.

My Commission Expires:



Notary Public, State Of Florida



Jody L. Kennedy  
Commission # OC 897864  
Expires Feb. 6, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 17 AM 10:36

CERTIFICATE OF DESIGNATION

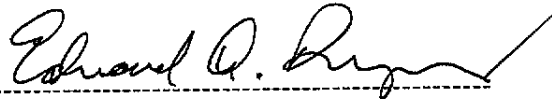
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0202(B), Florida Statutes undersigned corporation, organized under the laws of the State Of Florida, submits the following statement in designating the registered office/registered agent, in the State Of Florida. The registered office and the principal office are the same.

The name of the corporation is Specialty Pool Services, Inc.

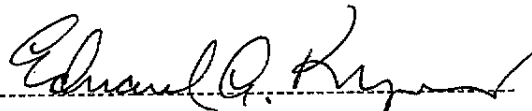
The name and address of the registered agent, registered office, and principal office is:

Edward Rogers, 40421 US Highway 19 North, Tarpon Springs, Florida 34689.



Edward Rogers  
President  
September 1, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0202(B), FLORIDA STATUTES.



Edward Rogers  
September 1, 2001