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04 AUG -9 PM 11:25
RECEIVED
DIVISION OF
SECRETARY OF
STATE

**MARK MCKENNEY'S
TOTAL POOL & SPA CARE, INC
P O Box 151167
Cape Coral, Florida 33915-1167**

July 15, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

Dear Sir or Madam:

As Incorporator of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with my check:

- a. Original and one copy of Certificate of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent;
- c. Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate
\$52.50 for certified copy
\$35.00 for Registered Agent Designation

Please return the certified copy as soon as possible.

Very truly yours,



Mark R. McKenney
Incorporator
Mark McKenney's Total Pool & Spa Care, Inc.

enclosure

2177
SECRETARY
DIVISION OF
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ARTICLES OF INCORPORATION
MARK MCKENNEY'S TOTAL POOL & SPA CARE, INC.

ARTICLE I. CORPORATION NAME

The name of the corporation is:

MARK MCKENNEY'S TOTAL POOL & SPA CARE, INC.

The mailing address of the corporation is: P O Box 151167
Cape Coral, Florida 33915-1167

The physical address of the corporation is: 4838 S.W. 25th Place
Cape Coral, Florida 33914

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1.00 (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

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DIVISION 1
FEDERAL BUREAU OF INVESTIGATION

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Mark R. McKenney
Physical Address: 4838 S.W. 25th Place
Cape Coral, Florida 33914

Mailing Address: P O Box 151167
Cape Coral, Florida 33915-1167

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The names of the initial director of this Corporation and their street address:

Mark R. McKenney
4838 S. W. 25th Place
Cape Coral, Florida 33914

Mailing address for the initial director of this Corporation is:

Mark R. McKenney
P O Box 151167
Cape Coral, Florida 33915-1167

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the INCORPORATOR is:

Mark R. McKenney
4838 S. W. 25th Place
Cape Coral, Florida 33914

Mailing Address: P O Box 151167, Cape Coral, Florida 33915-1167

ARTICLE IX. AMENDMENT

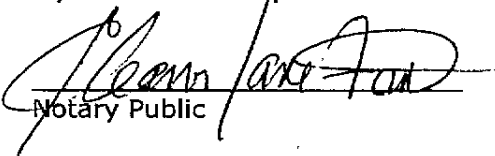
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

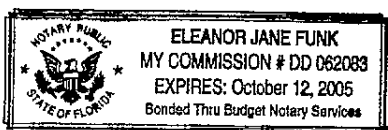
IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 4th day of August, 2004.


Mark R. McKenney
Incorporator

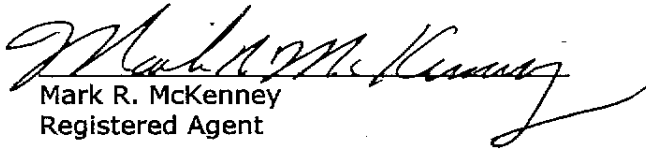
BEFORE ME, a Notary Public, personally appeared Mark R. McKenney, to me ~~known to be~~ the person or has shown _____ as identification described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 4th day of August, 2004.

My commission expires:


Notary Public



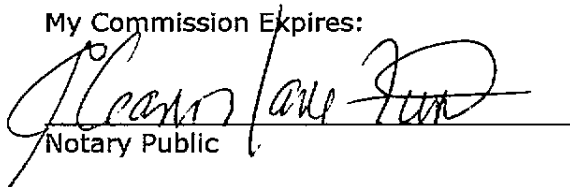
I hereby am familiar with and accept the duties and responsibilities as Registered Agent for Mark McKenney's Total Pool & Spa Care, Inc.


Mark R. McKenney
Registered Agent

BEFORE ME, a Notary Public, personally appeared Mark R. McKenney, to me known to be the person or has shown _____ as identification and described as Registered Agent and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS, my hand and official seal this 4th day of August, 2004.

My Commission Expires:


Notary Public

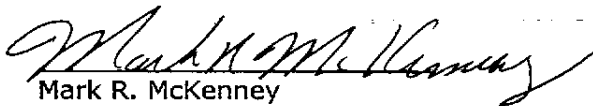


**MARK MCKENNEY'S TOTAL POOL & SPA CARE, INC.
P O BOX 151167
CAPE CORAL, FLORIDA 33915-1167**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

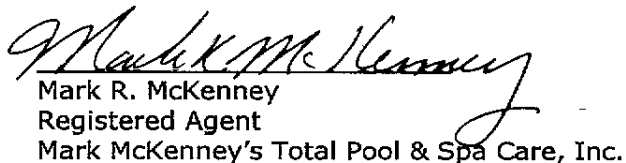
In compliance with Section 48.091, Florida Statutes, the following is
submitted:

First: That Mark McKenney's Total Pool & Spa Care, Inc., is desiring
to organize or qualify under the laws of the State of Florida, with its principal place of
business at 4838 S W 25th Place, Cape Coral, Florida 33914, mailing address of P O
Box 151167, Cape Coral, Florida 33915-1167, has named Mark R. McKenney, of
4838 S. W. 25th Place, Cape Coral, Florida 33914, mailing address of P O Box
151167, Cape Coral, Florida 33915-1167, as its agent to accept service of process
within Florida.


Mark R. McKenney

8/4/04
Date

Having been named to accept service of process for the above state 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.


Mark R. McKenney
Registered Agent
Mark McKenney's Total Pool & Spa Care, Inc.

8/4/04
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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