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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

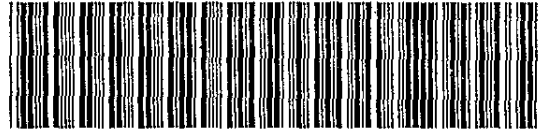
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 24

LAW OFFICES OF RAYMOND J. SKELTON, P.A.

3349 N. University Drive, Suite #6

Hollywood, Florida 33024

Telephone: (954) 430-9005

Telecopier: (954) 430-3010

Division of Incorporations
P.O. Box 6327
Tallahassee, Florida 32314

01/26/2005

RE: SKYLER POOLS AND SPAS, INC.

People:

Enclosed are the following documents to be filed with your office:

1. Articles of Incorporation - Two Originals;
2. Forms for acceptance as Registered Agent - Two Originals;
3. Check payable to the Secretary of State for \$70.00;

Please return the stamped articles and registered agent form to my office at the address listed above. Certified copies of the Articles are **not** required. Thank-you for your assistance.

Very truly yours,



Ray Skelton, CPA
Attorney at Law

ARTICLES OF INCORPORATION
OF
SKYLER POOLS AND SPAS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME & ADDRESS

The name of the corporation shall be:

SKYLER POOLS AND SPAS, INC.

The address of the principal office of this corporation shall be 7753 NW 124TH TERRACE, PARKLAND, FL 33076 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3349 N. University Dr., Ste. #6, Hollywood, FL 33024 and the name of the initial registered agent of the corporation at that address is Raymond J. Skelton.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. As allowed by §607.0203 of Florida Statutes, this Corporation's existence shall commence five days prior to the date these articles are filed with the Florida Department of State.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of the shareholders. The business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. There shall be no Directors of this corporation.

ARTICLE VII. AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Shareholders, and any right conferred upon the shareholders is subject to this amendment.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator as well the initial shareholder that the corporation's common stock will qualify as "small business stock" under Internal Revenue Code §1244, as amended from time to time, and that the shareholders shall take all actions necessary to obtain and maintain the corporations status as an S corporation under §§1261 & 1262 of the Internal Revenue Code, as amended from time to time.

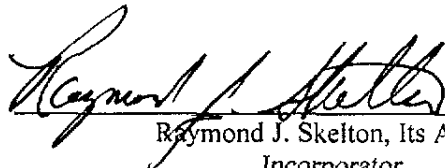
ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Law Offices of Raymond J. Skelton, P.A.
3349N. University Dr., Ste. #6
Hollywood, Florida 33024

The undersigned incorporator has executed these Articles of Incorporation this 26th day of

January, 2005.


Raymond J. Skelton, Its Agent,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I,

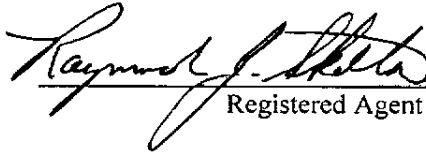
RAYMOND J SKELTON,

the under signed, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of

SKYLER POOLS AND SPAS, INC.

do hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By: RAYMOND J. SKELTON


Registered Agent

3349 N. University Dr., Ste. #6

Hollywood, FL 33024
Address

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA