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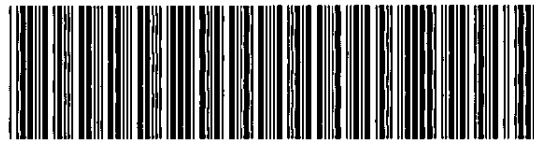
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Special Instructions to Filing Officer:

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**BUTLER POOLS OF SOUTH FLORIDA INC.  
1812 NW 5<sup>TH</sup> STREET  
FT LAUDERDALE, FL 33311**

**SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL. 32301**

**DEAR SIRs:**

**ENCLOSED PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY  
FIVE CENTS COSTS AND HANDLING OF INCORPORATION OF:**

**BUTLER POOLS OF SOUTH FLORIDA INC.**

**THANK YOU**

**RODERICK BUTLER**

ARTICLES OF INCORPORATION  
OF  
**BUTLER POOLS OF SOUTH FLORIDA INC.**

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

**BUTLER POOLS OF SOUTH FLORIDA INC.**

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT A CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$ 1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION WILL BE LOCATED AT:

1812 NW 5<sup>TH</sup> STREET  
FT LAUDERDALE, FL 33311  
(321) 299-7321

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FALLAHASSEE, FLORIDA

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**ARTICLE VII – DIRECTORS**

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

**ARTICLES VIII – INITIAL DIRECTORS**

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) ARE ELECTED AND HAVE QUALIFIED ARE:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
RODERICK BUTLER	PRESIDENT	1812 NW 5 <sup>TH</sup> STREET Ft. Lauderdale, FL 33311

**ARTICLE IX – SUBSCRIBER(S)**

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
RODERICK BUTLER	1812 NW 5 <sup>TH</sup> STREET FT LAUDERDALE, FL 33311	1000

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

RODERICK BUTLER  
1812 NW 5<sup>TH</sup> STREET  
FT LAUDERDALE, FL 33311

**ARTICLES XI – PRE-EMPTIVE RIGHTS**

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLES XII – AMENDMENTS)

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 SHAREHOLDERS AND APPROVED MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

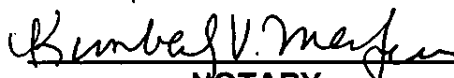
IN WITNESS WHEREFOR, I HAVE SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 15TH DAY OF MAY 2006.

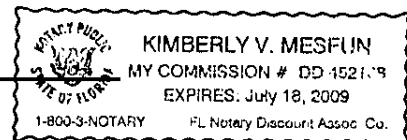
  
RODERICK BUTLER

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT IN THE THIS STATE AND COUNTY SET FOURTH ABOVE, PERSONALLY APPEARED **RODERICK BUTLER** KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS 15TH DAY OF MAY 2006.

  
NOTARY



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

**BUTLER POOLS OF SOUTH FLORIDA INC.**

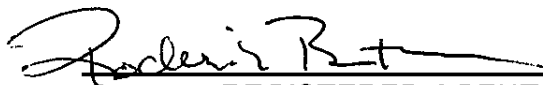
HAVING BEEN ORGANIZED UNDER :  
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT  
1812 NW 5<sup>TH</sup> STREET  
FT LAUDERDALE, FL 33311

IN THE CITY OF FT LAUDERDALE FL, COUNTY OF BROWARD AND IN THE  
STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF  
INCORPORATION, HAS NAMED:

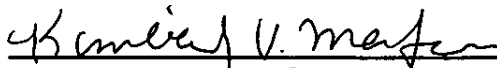
**MICHAEL HUFF**

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

HAVING BEEN NAMED TO ACCEPT PROCESS SERVICE OF PROCESS FOR  
THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID CAPACITY  
AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE  
TO KEEPING SAID OFFICE OPEN.



REGISTERED AGENT  
RODERICK BUTLER



NOTARY

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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