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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

B&B Blue Pools, Inc.

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ARTICLES OF INCORPORATION
OF
B&B Blue Pools, Inc.

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The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

Effective date: February 28, 2008

ARTICLE II

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

B&B Blue Pools, Inc.

The principal office and mailing address is:

3369 Maiden Voyage Circle

Jacksonville, Florida 32257

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

7958 Rondeau Drive

Jacksonville, Florida 32217

The name of the initial registered agent is:

Barry F. Hartz

ARTICLES OF INCORPORATION
OF
B&B Blue Pools, Inc.

ARTICLE IV

DURATION:

The Corporation shall have perpetual existence.

ARTICLE V

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE VI

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than one hundred (100) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien. The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be one thousand (1000) with a par value of \$1.00.

ARTICLES OF INCORPORATION
OF
B&B Blue Pools, Inc.

ARTICLE VII

BOARD OF DIRECTORS:

The initial board of directors shall consist of one member. His name and mailing address, as well as, the position he holds is as follows:

Name: Barry F. Hartz
Director
Address: 7958 Rondeau Drive
Jacksonville, Florida 32217

OFFICERS:

The initial officers of the corporation shall consist of one person. His name and mailing address, as well as, the position he holds is as follows:

Name: Barry F. Hartz
President/Secretary/Treasurer
Address: 7958 Rondeau Drive
Jacksonville, Florida 32217

ARTICLES OF INCORPORATION
OF
B&B Blue Pools, Inc.

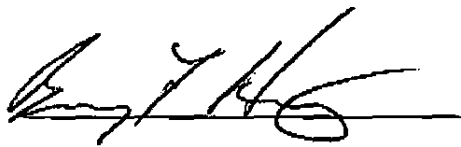
ARTICLES VIII

INCORPORATOR:

The name and address of the incorporator is:

Name: Barry F. Hartz
Address: 7958 Rondeau Drive
Jacksonville, Florida 32217

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 29th day of February 2008.

A handwritten signature in black ink, appearing to read 'Barry F. Hartz', written over a horizontal line.

Incorporator (Signature)

ARTICLES OF INCORPORATION

OF

B&B Blue Pools, Inc.

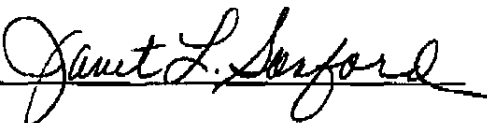
STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Barry F. Hartz.

Who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 29th day of February 2008.



Notary Public

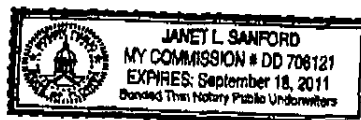
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Personally Known

or

Produced Identification

Type of ID produced: _____



**ARTICLES OF INCORPORATION
OF
B&B Blue Pools, Inc.**

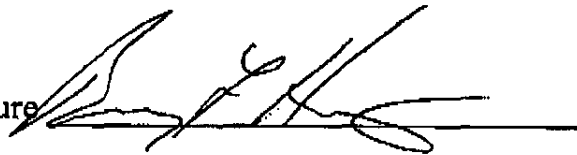
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***ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II***

First – That B&B Blue Pools, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, State of Florida, has named Barry F. Hartz, located at 7958 Rondeau Drive, in the City of Jacksonville, State of Florida, 32217, as its agent to accept service of process within Florida.

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 provision of all statutes relative to the proper and complete performance of my duties.

Signature



(Registered Agent)

(Incorporator & Corporate Officer)

Date

2/29/08