

ROSE AND WELLER
ATTORNEYS AT LAW
P.O. BOX 321255
101 N. ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32932-1255

WALTER T. ROSE, JR., P.A.
WILLIAM E. WELER

TELEPHONE (407) 784-0147
FAX (407) 784-4364

PA 600035904
April 27, 1995
Corporate Secretary
Division of Corporations
Department of State
P.O. Box 1200
Tallahassee, FL. 32301

000001473840
-05/03/95--01135--003
****122.50 ****122.50

Re: Sutton's Pool Supply, Inc.

Dear Sir:

You will find enclosed original and one copy of Articles of Incorporation of Sutton's Pool Supply, Inc. together with our firm's check in the amount of \$122.50 representing the following filing fees:

Filing Articles	\$35.00
Certified copy	\$52.50
Resident Agent Fee	\$35.00
	<u>\$122.50</u>

After filing, please return the certified copy of the Articles to this office. Thank you for your cooperation and assistance in this matter.

Very truly yours,

William E. Weller
William E. Weller

WEW/bvc
Enclosure

FRY/2/95

FILED
95 MAY -3 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4/27/95

ARTICLES OF INCORPORATION

OF

SUTTON'S POOL SUPPLY, INC.

ARTICLE I NAME

The name of this corporation is SUTTON'S POOL SUPPLY, INC.

ARTICLE II DURATION

This corporation shall exist perpetually commencing as of the date of execution and acknowledgment of these Articles.

ARTICLE III PURPOSE

This corporation is organized for the purpose of conducting any lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$5.00 par value stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 99 South Plumosa St., Merritt Island, and the name of the initial registered agent of this corporation at that address is MARK SUTTON.

FILED
95 MAY -3 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4/28/95

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the directors of this corporation are: Mark Sutton, 99 South Plumosa St., Merritt Island, FL. and Virginia Sutton, 99 South Plumosa St., Merritt Island, FL.

ARTICLE VIII INCORPORATOR

The names and addresses of the persons signing these Articles are: Mark Sutton, 99 South Plumosa St., Merritt Island, FL. and Virginia Sutton, 99 South Plumosa St., Merritt Island, FL.

ARTICLE IX BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote,

represented in person, or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XIV AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, on this 28 day of April, 1995.

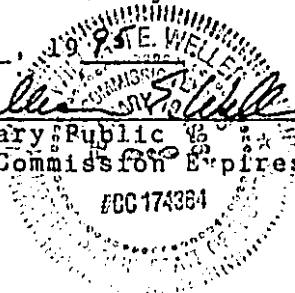

MARK SUTTON


VIRGINIA SUTTON

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Mark Sutton and Virginia Sutton known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 28 day of April, 1985.

A circular notary seal for William E. Wellen, Notary Public in the State of Florida. The seal contains the text "WILLIAM E. WELLEN", "NOTARY PUBLIC", "STATE OF FLORIDA", and "ECC 174364".
Notary Public
My Commission Expires:
ECC 174364

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

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted in compliance with said Act.

FIRST: That SUTTON'S POOL SUPPLY, INC. desiring to
organize under the laws of the State of Florida with its
principal office located at 99 South Plumosa St., Merritt
Island, FL has named MARK SUTTON as its agent to accept service
of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity and agree
to comply with the provisions of said Act relative to keeping
open said office.



MARK SUTTON

FILED
95 MAY -3 PH 2: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA