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FILED

97 MAR 31 AM 8:54

Date March 26, 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re AUTOMATED POOLS, INC., Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00. \$122.50

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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-03/31/97--01062--019
****122.50 ****122.50

JOHN SCHNEEMAN
(individual's name)

AUTOMATED POOLS, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION

521 Silvergate Loop

Lake Mary, Florida 32746

PHONE

(407) 324-8516
Area Code Number Ext.

BH
4/2/97

ARTICLES OF INCORPORATION

of

AUTOMATED POOLS, INC.

(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

AUTOMATED POOLS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Gloria Schneeman		
ADDRESS	521 Silvergate Loop		
CITY	Lake Mary	FLORIDA	ZIP 32746

The principal address is the same as the registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

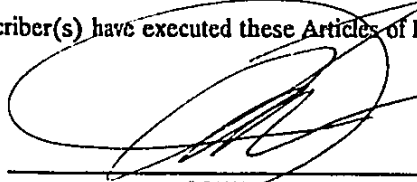
NAME	John Schneeman		
ADDRESS	521 Silvergate Loop		
CITY	Lake Mary	STATE Florida	ZIP 32746
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	John Schneeman		
ADDRESS	521 Silvergate Loop		
CITY	Lake Mary	STATE	Florida ZIP 32746
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 26th day of March, 19 97.



 JOHN SCHNEEMAN

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 (Seal)
 (Seal)
 (Seal)
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
 COUNTY OF Seminole)

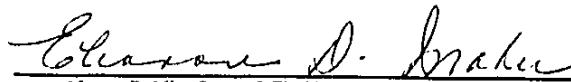
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

John Schneeman

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

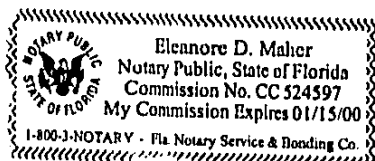
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 26th day of March, 19 97.

(Notary Seal)



 (Notary Public, State of Florida at Large)

My Commission expires:



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTOMATED POOLS, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 521 Silvergate Loop

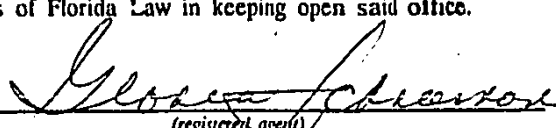
Lake Mary, Florida 32746

has named Gloria Schneeman

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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 Florida Law in keeping open said office.


(registered agent)
GLORIA SCHNEEMAN