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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -8 PM 12:34

TRANSMITTAL LETTER

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

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-06/08/98--01149--020
***131.25 ***131.25

Subject: **WATERFORD POOL SERVICE INC.**
(Proposed corporate name - must include Suffix)
EIN # 65 - 0838582

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

From **Celeste LaVergne**
439 N.E. 33rd. Street
Boca Raton, FL 33431
(561) 447-6843

Note: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

WATERFORD POOL SERVICE INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mail address of this corporation shall be:

439 N.E. 33rd. Street
Boca Raton, FL 33431
(561) 447-6843

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200 Shares of Common Stock at \$1.00 per share

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Celeste LaVergne
439 N.E. 33rd. Street
Boca Raton, FL 33431

ARTICLE V - INCORPORATORS

The names and street addresses of the Incorporators to these Articles of Incorporation are:

John B LaVergne

439 N.E. 33rd. Street

Boca Raton, FL 33431

SS#: 264-27-8842

Celeste LaVergne

439 N.E. 33rd. Street

Boca Raton, FL 33431

SS#: 074-58-5540

ARTICLE VI - INCORPORATORS DISTRIBUTION

The distribution of shareholders Profit or Loss shall be divided equally (50%) based on Shares held as of the end of each year for the above listed incorporators.

ARTICLE VII - INCORPORATORS TERMINATION

If any of the above Incorporators listed in Article V wishes to terminate (sell) his shares of stock, the other Incorporator has the first right of purchase at the fair book value at time of sales.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
5th day of June 1998


Signature


Signature

Articles of Incorporation
Filing Fee - \$35.00

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERDIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIG-
NATING THE REGISTERED OFFICE / REGISTERED AGEN, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: WATERFORD POOL SERVICE INC.
2. The name and address of the registered agent and office is:

Celeste LaVergne
(Name)

439 N.E. 33rd. Street
(P.O. Box not acceptable)

Boca Raton, FL 33431
(City/State/Zip)

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept
the appointment as registered agent and agree to act in this capacity. I further agree
to comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registred agent.

Celeste LaVergne (Signature) 6-5-98 (Date)