

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 19 PM 1:03

P98000055061

Butler Pools & Spas Inc

- Art of Inc. File Photo
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File 300002565483-8
06/19/98 01065-003
- Trade/Service Mark *****70.00 *****70.00
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
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- UCC 11 Search _____
- UCC 11 Retrieval _____
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06-19-98

ARTICLES OF INCORPORATION

OF

BUTLER POOLS & SPAS INC.

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ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

BUTLER POOLS & SPAS 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 THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 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 WHICH 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 IS TO BE AT:

**1812 NW 5TH ST
FT LAUDERDALE, FL 33311
(407) 426-8705**

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.

ARTICLE VIII - INITIAL DIRECTORS

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

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
RODERICK BUTLER	President	1812 NW 5TH ST 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 5TH ST FT LAUDERDALE, FL 33311	1000

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

RODERICK BUTLER
1812 NW 5TH ST
FT LAUDERDALE, FL 33311

ARTICLE 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.

ARTICLE XII - AMENDMENT(S)

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 AT A SHAREHOLDER'S 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 WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND
ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA THIS 17TH DAY OF
JUNE 1998.**


RÓDERICK BUTLER

**STATE OF FLORIDA
COUNTY OF BROWARD**

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

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

BUTLER POOLS & SPAS INC.

HAVING BEEN ORGANIZED UNDER :

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

**1812 NW 5TH ST
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:

RODERICK BUTLER

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

HAVING BEEN NAMED TO ACCEPT 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 PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.



**REGISTERED AGENT
RODERICK BUTLER**

**FILED
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DIVISION OF CORPORATIONS
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