

P98000107451

FLORIDA TRUST SERVICES

Everett H. Bondurant, Jr.
President & Senior Trust Officer

One San Jose Place, Suite 17
Jacksonville, FL 32257
(904) 262-2966 FAX (904)
292-4221



12/22/98

FILED IN STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98DEC 24 PM 12:37

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

900002721539--2
-12/24/98--01012--018
****122.50 *****78.75

Re: DUNHAM POOLS INC.

Enclosed is a check in the
amount of \$122.⁵⁰ to cover
the cost of incorporation.

Please forward the certified

articles of incorporation to:

DUNHAM POOLS INC.

c/o Florida Trust Services

ONE SAN JOSE PLACE - Suite 17

JACKSONVILLE, FLORIDA 32257

EVERETT H. BONDURANT JR.

12-29
WLS

ARTICLES OF INCORPORATION

OF

DUNHAM POOLS, INC.

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DIVISION OF CORPORATIONS
98 DEC 24 PM 12:37

ARTICLE I NAME

The name of the corporation shall be: DUNHAM POOLS, INC.

ARTICLE II PRINCIPAL OFFICE

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

6864 Camelot Road

Jacksonville, Florida 32211

ARTICLE III CAPITAL STOCK

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

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:


Florida Trust Services, Inc.
One San Jose Place, Suite 17
Jacksonville, Florida 32257

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Michael R. Dunham
6864 Camelot Road
Jacksonville, Florida 32211

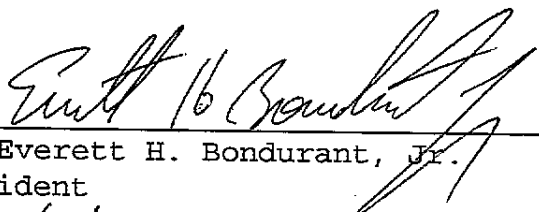
The undersigned has executed these Articles of Incorporation
this 8th day of December, 1998.


Michael R. Dunham
Incorporator

THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Florida Trust Services, Inc.

Signature: _____


By: Everett H. Bondurant, Jr.
President

Date: _____

12/8/98

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

DUNHAM POOLS, INC.

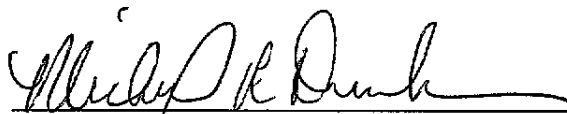
2. The name and address of the registered agent and office is:

Florida Trust Services, Inc.

One San Jose Place, Suite 17

Jacksonville, Florida 32257

Signature:



Michael R. Dunham

Title:

Incorporator

Date:

12/8/98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 24 PM 12:37

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