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Eloise Taylor
Charlene J. Murphy

May 25, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Attn: Corporate Filing Department

Re: Articles of Incorporation of: Pool Clinic, Inc.

200002889602--3
-05/28/99--01067--003
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of incorporation for the above referenced corporation, together with a check in the amount of \$78.75, which represents the filing fees for same.

I would appreciate your filing of the Articles of Incorporation and thereafter providing a certified copy of same to this office. Thank you for your courtesies and attention in this regard.

Sincerely,

Charlene J. Murphy
Charlene J. Murphy, Esq.

CJM/esb

Enclosures

Charlene Murphy GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art #11
DATE 6/3/99
DOC. EXAM 010

FILED
99 MAY 28 AM 11:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 3 1999

ARTICLES OF INCORPORATION
OF
POOL CLINIC, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be POOL CLINIC, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal office and address of said corporation is 8958 State Road 52, Hudson, FL 34667.

ARTICLE III. PURPOSE

The purpose of this corporation is for the sales of pool and swimming supplies and services, together with any and all business related thereto, and the transaction of any and all lawful business, both domestic and abroad for which corporations may be organized under Florida Statute 607.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV. CAPITAL STOCK

The maximum number of shares to be issued by this corporation shall be One Thousand (1,000) shares of common stock with a par value of One (\$1.00) Dollar each.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share at the price at which it is offered to others.

ARTICLE VI. REGISTERED AGENT

The Registered Agent of this corporation shall be EDWIN KAEN and the Registered Address of the corporation shall be 8958 State Road 52, Hudson, Florida 34667. The Registered Agent does hereby accept and is familiar with the duties of being designated as Registered Agent.

ARTICLE VII. OFFICERS/DIRECTORS

This corporation shall have three (3) officers and director initially. The number of officers and directors may be increased or decreased from time to time by the By Laws, but shall never be

ARTICLE X. EFFECTIVE DATE

This corporation shall be in existence and effective upon the date of the filing these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporator and Registered Agent has hereunto set his hand and seal this 24th day of May, 1999.

WITNESSES:

[Signature]

[Signature]
EDWIN KAHN, Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared EDWIN KAHN, who executed the foregoing instrument, and acknowledged that he signed and sealed the said instrument, and did so freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal this 24th day of May, 1999.

My Commission Expires:

[Signature]
Notary Public

OATH TAKEN
 PRODUCED IDENTIFICATION: FL DR license PERSONALLY KNOWN



IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this 24th day of May, 1999.

WITNESSES:

[Signature]
[Signature]
JERRY PICKERAL, Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared JERRY PICKERAL, who executed the foregoing instrument, and acknowledged that he signed and sealed the said instrument, and did so freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal this 24th day of May, 1999.

My Commission Expires:



[Signature]
Notary Public

() OATH TAKEN () PERSONALLY KNOWN
() PRODUCED IDENTIFICATION: FL Dr License

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the aforementioned corporation, organized under the Laws of the State of Florida, submit the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is:

POOL CLINIC, INC.

2. The name and street address of the Registered Agent and Office is:

EDWIN KAHN
6761 Ranchwood Loop
New Port Richey, Florida 34653

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 REGISTERED AGENT.



EDWIN KAHN, Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA