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FLORIDA
TALLAHASSEE, FL 32301
904-222-0101 FAX

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PRESIDENTIAL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. 072100000032
DIVISION OF CORPORATION

REFERENCE : 833542 81879A

AUTHORIZATION : *Patricia Pizette*

COST LIMIT : \$ 122.50

ORDER DATE : February 5, 1996

ORDER TIME : 4:06 PM

ORDER NO. : 833542

CUSTOMER NO: 81879A

CUSTOMER: Eileen Lenihan, Legal Asst
BERNS & CONNER

600001707036

Suite 110
1 Florida Park Drive, North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: CLASS - A POOLS & SPAS, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

SRB
2/6/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96 - 2766

610



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1996

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: CLASS - A POOLS & SPAS, INC.
Ref. Number: W96000002766

We have received your document for CLASS - A POOLS & SPAS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

A post office box is not an acceptable address for the registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 196A00005176

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME AND ADDRESS OF CORPORATION:** The name of this corporation is: CLASS - A POOLS & SPAS, INC., POST OFFICE BOX 350814, PALM COAST, FLORIDA 32137.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 100 shares of stock, all of one class, at One Dollar (\$1.00) par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

TIMOTHY J. CONNER

1 FLORIDA PARK DRIVE NORTH - SUITE 110
PALM COAST, FLORIDA 32137

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1) director.

The name and address of the initial directors of this corporation are:

ANTHONY AMARAL, JR.
POST OFFICE BOX 350814
PALM COAST, FLORIDA 32135

ANTHONY AMARAL, SR.
POST OFFICE BOX 350814
PALM COAST, FLORIDA 32135

MARIA AMARAL
POST OFFICE BOX 350814
PALM COAST, FLORIDA 32135

7. **INCORPORATOR:** The name and address of the Incorporator signing the Articles of Incorporation is:

TIMOTHY J. CONNER
1 FLORIDA PARK DRIVE NORTH - SUITE 110
PALM COAST, FLORIDA 32137

8. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. **MEETINGS BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means

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TALLAHASSEE, FLORIDA

of Conference Telephone or similar communications equipment as provided by law.

10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. **REMOVAL OF DIRECTORS:** At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

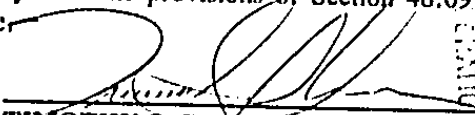
12. **INFORMAL ACTION OF DIRECTORS:** If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21ST day of January, 1996.


TIMOTHY J. CONNER, INCORPORATOR


ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.


TIMOTHY J. CONNER, REGISTERED AGENT

STATE OF FLORIDA }
COUNTY OF FLAGLER }

The foregoing instrument was acknowledged before me this 31st day of January, 1996, by **TIMOTHY J. CONNER**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE


(Please Print Name)

My Commission Expires:

4398-AA01.201

MELISSA A LAIRD
My Commission CCA70880
Expires Jul. 09, 1999



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