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FAMILY LEGAL CENTERS
OF CHAWK & ASSOCIATES, P.A.
Attorneys at Law

P.O. BOX 8209
LAKE LAND, FL 33802-8209

FILED
99 AUG -9 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(941) 686 8151
Fax (941) 686 6463

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32214

EFFECTIVE DATE
8-6-99

100002953891--4
-08/09/99-01062-013
****131.25 ****87.50

Re: BLUE BRIGHT POOLS, INC.

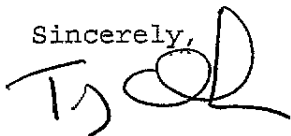
Dear Staff:

Enclosed please find Articles of Incorporation for the subject corporation and our check in the amount of \$131.25 to cover the following:

\$35.00 Filing Fee
\$35.00 Designation of Registered Agent
\$52.50 Certified Copy
\$ 8.75 Certificate Under Seal

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation.

Sincerely,



THOMAS JOEL CHAWK, ESQUIRE

enclosures

D. BROWN AUG 12 1999

EFFECTIVE DATE
8-6-99

ARTICLES OF INCORPORATION
OF
BLUE BRIGHT POOLS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby organize for the purposes of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation will be:

BLUE BRIGHT POOLS, INC.

ARTICLE II - DURATION

This Corporation will exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

1844 Bishops Gate, Winter Haven, FL 33880

The name of the initial registered agent of this Corporation at that address is:

CHRIS A. DUFFEY

ARTICLE VI

This Corporation will have three (3) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it will never be less than one.

ARTICLE VII

The names and street addresses of the members of the first Board of Directors are as follows:

CHRIS A. DUFFEY, 1844 Bishops Gate, Winter Haven, FL 33880

ARTICLE VIII - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

CHRIS A. DUFFEY, 1844 Bishops Gate, Winter Haven, FL 33880

ARTICLE IX - BYLAWS

The powers to adopt, alter, amend or repeal bylaws will be vested in the Board of Directors and the Shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation will be issued initially to the following persons in the amounts set opposite their names:

CHRIS A. DUFFEY, 100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold will be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XI - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XII - AMENDMENT

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 shareholder is subject to this reservation.

ARTICLE XIII - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provision and conditions of Section 1244 of the Internal Revenue Code.


IN WITNESS WHEREOF I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 6 day of August, 1999.


CHRIS A. DUFFEY

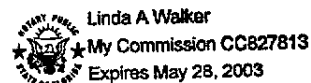
STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared CHRIS A. DUFFEY, who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named Court and State this 6th day of August, 1999.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
99 AUG -9 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted.

BLUE BRIGHT POOLS, INC.


desiring to organize under the laws of the State of Florida with its
principal office as indicated in the articles of Incorporation at 1844
Bishops Gate, Winter Haven, FL 33880, Polk County, has named

CHRIS A. DUFFEY

at that address, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated Corporation, at the place designated in this certificate, I
hereby agree to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.


CHRIS A. DUFFEY