

F98000002980

TIMOTHY MICHAEL MULLIGAN, P.C.
ATTORNEY AT LAW

7308 MAPLE AVENUE
CHEVY CHASE, MARYLAND 20815 USA
(301) 656-3599
(Facsimile) (301) 656-0116
(E-mail) tim.mulligan@juno.com

FILED
98 MAY 26 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 22, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002535771--5

-05/26/98--01131--001

*****70.00 *****70.00

Re: Above Ground Pool Installers, Inc.
Registration of Foreign Corporation

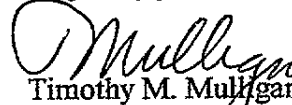
To Whom It May Concern:

Enclosed please find a form Transmittal Letter, Application by Foreign Corporation for Authorization to Transact Business in Florida, a Certificate of Good Standing from the State of Maryland and a check in the amount of Seventy (\$70.00) Dollars made payable to the Florida Department of State.

Please register the above referenced corporation to do business in Florida. Additionally, please forward a letter of acknowledgment to my office.

Should you have any questions, please do not hesitate to contact my office.
Thank you for your cooperation in this matter.

Very truly yours,


Timothy M. Mulligan

5/27/98

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ABOVE GROUND POOL INSTALLERS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

TUCKER P. ROONEY
(Name of Person)

ABOVE GROUND POOL INSTALLERS, INC.
(Firm/Company)

14100 EAST TAMiami TRAIL, #101
(Address)

NAPLES, FL 34114-8450
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

TIM MULLIGAN at (301) 656-3599
(Name of Person) (Area Code & Daytime Telephone Number)
ATTORNEY-AT-LAW

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 MAY 26 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ABOVE GROUND POOL INSTALLERS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. MARYLAND 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1995 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JUNE '98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 14100 E. TAMIAKE TRAIL, LOT #101
NAPLES, FL 34114-8450
(Current mailing address)

8. INSTALL POOLS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: DAVID GARBER

Office Address: 4532 TAMIAKE TRAIL

NAPLES, Florida, 34112
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

David J. Garber
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
98 MAY 26 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: NOT APPLICABLE - THIS IS A MARYLAND CLOSE

Address: CORPORATION WHICH MAY ELECT TO HAVE NO
DIRECTORS

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: TUCKER P. ROONEY

Address: 14100 EAST TAMiami TRAIL, #101
NAPLES, FL 34114-8450

Vice President: N/A

Address: _____

Secretary: TUCKER P. ROONEY

Address: AS ABOVE

Treasurer: TUCKER P. ROONEY

Address: AS ABOVE

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Tucker P. Rooney
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. TUCKER P. ROONEY
(Typed or printed name and capacity of person signing application)

FILED
98 MAY 26 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND

634172

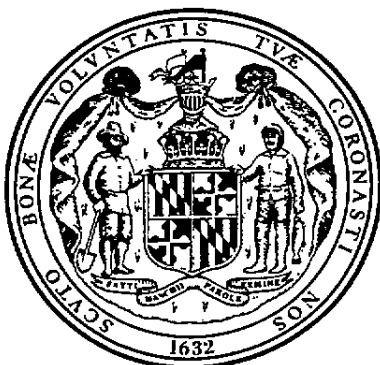
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ABOVE GROUND POOL INSTALLERS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

FILED
98 MAY 26 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 7TH DAY OF MAY, 1998.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER