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June 18, 1998

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

Re: Dig-M- Installers, Inc.
Registration of Foreign Corporation

200002567332--6
-06/22/98--01026--003
*****70.00 *****70.00

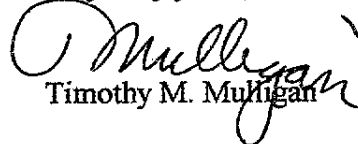
To Whom It May Concern:

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

RE 4/23


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DIVISION OF CORPORATIONS
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**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. DIG-M-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. MAY 26, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JULY, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 14100 E. TAMiami TRAIL #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 TAMiami 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.


(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.

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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: N/A - MARYLAND CLOSE CORPORATION -

Address: NOT REQUIRED TO HAVE DIRECTORS

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: TUCKER P. ROONEY

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

Vice President: _____

Address: _____

Secretary: AS ABOVE

Address: _____

Treasurer: AS ABOVE

Address: _____

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, PRESIDENT
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

641220

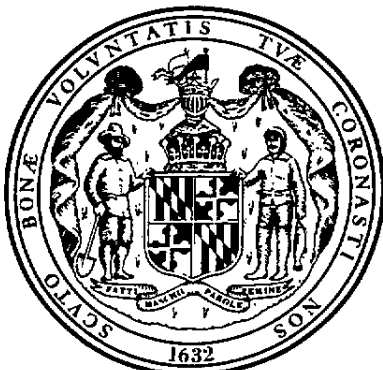
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES 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 DIG-M-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.

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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 5TH DAY OF JUNE, 1998.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I