POODS LETTER OF S

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

SUBJECT: THE ULTIMATE POOL SERVICE OF TAMPA BAY, INC.

(Proposed corporate name - must include suffix) 00003081101--1
-12/27/99--01130--009
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75

Filing Fee & Certificate

Please make this Corporation effective as of January 1, 2000.

JAMES H. TESTINO
Name (printed or typed)

10242 CHIP LN.
Address

NEW PORT RICHEY, FL 34654

City, State & Zip

(813) 266-8218

Daytime Telephone Number

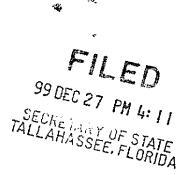
EFFECTIVE DATE

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

W 250

EFFECTIVE DATE

ARTICLES OF INCORPORATION



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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THE ULTIMATE POOL SERVICE OF TAMPA BAY, INC.

The effective date of this corporation shall be January 1, 2000.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. BOX 260124 TAMPA, FL 33685

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JAMES H. TESTINO 10242 CHIP LN. NEW PORT RICHEY, FL 34654

ARTICLE V INCORPORATOR (S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JAMES H. TESTINO 10242 CHIP LN. NEW PORT RICHEY, FL 34654

ARTICLE VI INITIAL OFFICER(S) AND DIRECTOR(S)

JAMES H. TESTINO DIRECTOR, PRESIDENT, SEC., TREAS. 10242 CHIP LN.
NEW PORT RICHEY, FL 34654

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

13NTH day of DECEMBER 19 99 .

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE



PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is: THE ULTIMATE POOL SERVICE OF TAMPA BAY. INC.
- 2. The name and address of the registered agent and office is:

JAMES H. TESTINO
(Name)

10242 CHIP LN.
(P.O. Box not acceptable)

NEW PORT RICHEY, FL 34654
(City/State/Zip)

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 statues 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.

Signature

Date