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January 15, 2000

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

EFFECTIVE DATE
1-15-00

100003106961-9
-01/21/00-01102-005
****122.50 *****78.75

Re: Articles of Incorporation, ABOVE GROUND POOLS, INC.

Office of Sandra B. Mortham,

Enclosed for filing and registration as a Florida corporation,
please find the Articles of Incorporation, Acceptance of Registered
Agent and \$122.50 filing fee for Above Ground Pools, Inc.

Kindly record same and forward your receipt and certification to
the attention of the undersigned. Your attention and assistance are
appreciated.

Very truly yours,

Kenneth Gordon King
Kenneth Gordon King

Encls.
KGK/db

FILED
00 JAN 21 PM 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-15-00

**ARTICLES OF INCORPORATION
OF
ABOVE GROUND POOLS, Inc.**

FILED
00 JAN 21 PM 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name and initial Address.

The name of the Corporation is: Above Ground Pools, Inc.
with its initial business address being: 20 Crestwood Circle S.
Lehigh Acres, Florida 33936

Article II. Duration.

The Corporation shall exist perpetually commencing on the date of execution and acknowledgement of these Articles.

Article III. Purpose.

This corporation is organized for the purpose of transacting any and all lawful business as determined by its Director(s).

Article IV. Capital Stock.

This corporation is authorized to issue One Thousand (1,000) shares of capital stock, initially valued at One and no/100 dollars (\$1.00) per share of common stock.

Article V. Rights of Shares of Capital Stock.

Section 1. Dividends

The corporate Director(s) may declare and pay dividends upon the common shares according to their discretion and valuations.

Section 2. Rights upon Liquidation

In the event of any dissolution or involuntary liquidation, dissolution, sale or other winding up of this Corporation, and after payment or satisfaction of all valid corporate debts, the remaining assets of the corporation shall be payable to and distributed ratably among the shareholders of record of common stock.

Section 3. Voting Rights

Pursuant to 607.0704, Fla. Stats., or as otherwise provided at law, the entire voting power for the election of directors, designation of officers, determination of corporate policy and for any and all other acts and purposes of the corporation shall be vested exclusively in the holders of outstanding common shares, at the rate of one vote per share.

Section 4. Issuance of Capital Stock

Upon majority vote of the shareholders, the Corporation is authorized to issue, dispose of, transfer and increase the issue of capital stock within its treasury or among its shareholders as provided herein and to annually determine the par value of all shares.

Article VI. Preemptive Rights

Every shareholder, upon the sale or issue of additional stock or other transaction affecting the allocation of shares, shall have the right to purchase his/her pro rata share thereof at all times, as nearly as may be done without issuance of fractional shares, at the price at which it is offered or issued to others.

Article VII. Designation of Registered Agent and Registered Office.

The initial Registered Agent of the Corporation shall be: Terry D. Stumpf and the initial registered mailing address for such purposes shall be:

20 Crestwood Circle S., LeHigh Acres, Florida 34102

Article VIII. Initial Board of Directors.

The Corporation shall have as many directors as shall be determined by majority vote of the shareholders or by the By-Laws, but not less than one. The names and addresses of the initial director(s) of the Corporation, with corresponding initial pro-rata allocation of shares of common stock, are as follows:

TERRY D. STUMPF (500 shares)
20 Crestwood Circle S.
LeHigh Acres, Florida 33936

TREASURY STOCK (500 shares Reserved)

Article IX. Incorporators.

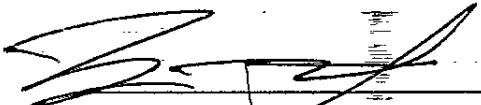
The name(s) and addresses of the person(s) establishing and signing these Articles in their capacity as incorporators of the Corporation are as follows:

TERRY D. STUMPF
20 Crestwood Circle S.
LeHigh Acres, Florida 33936

Article X. Amendment.

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto, by express majority vote of the shareholders.

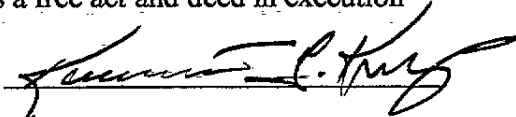
IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 15th day of January, 2000.



Terry Stumpf

STATE OF FLORIDA
COUNTY OF LEE

Before me a Notary Public authorized to take acknowledgements in this state, personally appeared the above named Terry Stumpf who known to me or producing a Florida driver's license identifying same as the person(s) executing the foregoing, acknowledged that signing as a free act and deed in execution thereof, this 15th day of January, 2000.



My Commission Expires:



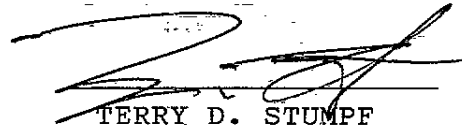
Kenneth G King
My Commission CC636772
Expires April 08, 2001

ACCEPTANCE BY REGISTERED AGENT

FILED
00 JAN 21 PM 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, TERRY D. STUMPF, designated Registered Agent for said
corporation, ABOVE GROUND POOLS, INC. acknowledge
that I am familiar with and accept the duties and responsibilities as Registered Agent
therefor.

Dated: January 15, 2000



TERRY D. STUMPF
20 Crestwood Circle S.
LeHigh Acres, Florida 33936