

ALAN ECKSTEIN

ATTORNEY AT LAW

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January 19, 2000

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*****78.75 *****78.75

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

RE: AQUA CLEAN POOL & SPA SERVICE SYSTEMS, INC.

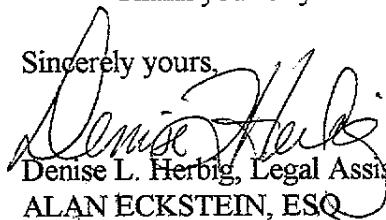
Dear Sir or Madam:

In connection with the captioned corporation, I enclose herewith an original and copy of the Articles of Incorporation and the Certificate designating place and agent for service of process. I am also enclosing herewith my check in the amount of \$78.75, representing the costs of filing, certified copy and registered agent designation.

Please send the certified copy thereof to the undersigned.

Thank you for your cooperation and attention to this matter.

Sincerely yours,


Denise L. Herbig, Legal Assistant
ALAN ECKSTEIN, ESQ

:dlh

Enclosures as stated

FILED
00 JAN 24 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-31-00

ARTICLES OF INCORPORATION
OF
AQUA CLEAN POOL & SPA SERVICE SYSTEMS, INC.

FILED
00 JAN 24 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: AQUA CLEAN POOL & SPA SERVICE SYSTEMS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To service and repair swimming pools and spas; to sell chemicals, pumps, filters, heaters, and any and all other pool and spa equipment and supplies; and to perform any and all functions of a pool and spa service and repair company.

(b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever, to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(c) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(d) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches in the business of general contracting of whatsoever nature; to own and

operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction work.

(e) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commission agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

(f) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(g) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts and things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall be divided into 500 shares of common stock of TEN CENTS (\$0.10) par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be paid for with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

3010 Flagler Avenue

Key West, Florida 33040

and the name of the initial registered agent of this corporation at that address is:

ALAN ECKSTEIN, ESQ.

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of this corporation is:

2428 Linda Avenue

Key West, Florida 33040

and the principal office address and the business mailing address are one and the same.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

EUGENE NEVERLL JACKSON, JR.

2428 Linda Avenue

Key West, Florida 33040

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

EUGENE NEVERLL JACKSON, JR.

2428 Linda Avenue

Key West, Florida 33040

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in Meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida

Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of shareholders or disinterested directors or otherwise holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the stockholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 19th day of January, 2000.


EUGENE NEVERLL JACKSON, JR.

STATE OF FLORIDA)
)SS.
COUNTY OF MONROE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared EUGENE NEVERLL JACKSON, JR., to me personally known and known by me to be the person who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at said County and State this 19th day of January, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

Type of Identification for Incorporator: Florida Driver License



Denise L. Herbig
MY COMMISSION # 00599103 EXPIRES
November 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

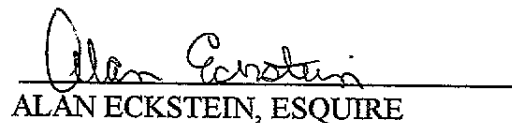
First -- That -- AQUA CLEAN POOL & SPA SERVICE SYSTEMS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of KEY WEST, State of FLORIDA, has named ALAN ECKSTEIN, ESQUIRE, located at 3010 FLAGLER AVENUE, City of KEY WEST, STATE OF FLORIDA, as its agent to accept service of process within Florida.


EUGENE NEVERLL JACKSON, JR.

TITLE: PRESIDENT

DATE: 1-19-00

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ALAN ECKSTEIN, ESQUIRE

DATE: 1-19-00

FILED
00 JAN 24 AM 11:59
SECTION 1701 OF STATE
TALLAHASSEE, FLORIDA