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TRANSMITTAL LETTER

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

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

SUBJECT: COOL BLUE SPA & POOL INC.

FILED
00 JAN 31 AM 9:29
TALLAHASSEE, FL 32301
STATE OF FLORIDA

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

78.75
Filing Fee
& Certificate

FROM: ACCOUNT ON US INC.
3036 BIG SKY BLVD.
KISSIMMEE FL 34744
(407) 870-5316

ARTICLES OF INCORPORATION

OF

COOL BLUE SPA & POOL INC.

ARTICLE I. CORPORATE NAME

The name of this Corporation is **COOL BLUE SPA & POOL INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$0 per share.

ARTICLE IV. TERMS

This Corporation shall exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

BERNARD R. SUTTER
3036 BIG SKY BLVD.
KISSIMMEE, FL 34744

The Corporation's principal address and mailing address is 5015 COUNTRYSIDE CT. ST.CLOUD FL 34771. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

00 JAN 31 AM 9:29
TALLAHASSEE, FLORIDA

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have 1 director(s) initially. The number of directors may be increased or diminished from time to time, but shall never be less than one (1).

The Board of Directors shall be elected by the stockholders and approved at a stockholders meeting by at least {2/3}rd of the stock entitled to vote. Unless all of the directors and all of the stockholders sign a written statement confirming the new directors, the election shall be null and void.

ARTICLE VII. INITIAL DIRECTOR (S)

The names of the initial director(s) of this Corporation and the street address is/are;

TIMOTHY EUGENE ROGERS
5015 COUNTRYSIDE CT.
ST.CLOUD FL 34771

The Person(s) named, as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) is/are elected and approved whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

BERNARD R. SUTTER
3036 BIG SKY BLVD.
KISSIMMEE, FL 34741

ARTICLE IX. AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholders meeting by at least {2/3}rd of the stock entitled to vote. All of the directors and all of the stockholders must sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. RESTRICTIONS

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation.

The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record of its decision within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the Corporation giving notice, purchase at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

ARTICLE XI. OFFICERS

The officer(s) of this Corporation who are to serve until the first meeting of the Board of Directors is/are:

PRESIDENT
TIMOTHY EUGENE ROGERS
5015 COUNTRYSIDE CT.
ST.CLOUD FL. 34771

The Board of Directors shall elect Officers; each Officer must be approved at a stockholders meeting by at least {2/3}rd of the stock entitled to vote. Unless all of the directors and all of the stockholders sign a written statement confirming the new Officers, the election shall be null and void.

ARTICLE XII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer, provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding

brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officers may be entitled.

ARTICLE XIII. COMPENSATION

The compensation of the officers of this corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation.

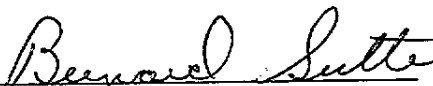
I BERNARD SUTTER, the undersigned, as Incorporator, has executed the forgoing Articles of incorporation on January 1, 2000


Incorporator

corp\articales **COOL BLUE SPA & POOL INC.**

ACCEPTANCE

I, BERNARD R. SUTTER, hereby accept the designation as Registered Agent for Service of Process upon **COOL BLUE SPA & POOL INC.**, desiring to organize under the laws of the State of Florida, with its registered office at 3036 Big Sky Blvd. Kissimmee Florida 34744, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.


BERNARD R. SUTTER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA