CAPITAL CONNECTION, INC. CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE IALLAHASSEE, FLORIDA

POOL MASTERS OF SOUTH FLORIDA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be: POOL MASTERS OF SOUTH FLORIDA, INC.

ARTICLE II

The general nature of the business to be transacted and carried on by this corporation and its object and purpose is to transact any and all lawful business regardless of its nature or description.

ARTICLE III

The corporation shall have a perpetual existence.

ARTICLE IV

The maximum number of shares which this corporation shall be authorized to issue and

have outstanding at one time shall be limited to One Hundred (100) shares of common stock, Ten Dollars (\$10.00) par value.

The consideration for the issuance of such shares of stock, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the value of the stock to be issued, the same to be fixed and determined by the Board of Directors of this corporation at any meeting of the Board. Whenever any share or shares of stock are issued in consideration of payments to be made in property or in services, the fair and just value of the property to be transferred or the services to be performed or rendered as a consideration for the issuance of said stock, shall be fixed by the Board of Directors of this corporation at any regular meeting of the Board or at any special meeting for which the fixing of that value is one of the purposes for which the meeting is called. The judgment and decision of the Board of Directors pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the corporation and the stockholders thereto. Any and all shares of stock of this corporation shall be issued for the consideration, or for not less than the consideration fixed and determined as aforesaid, whether such consideration be cash, property or services, and any and all shares of this corporation's stock so issued shall be deemed fully paid and non-assessable.

ARTICLE V

The initial place of business shall be 3380 Pinewalk Drive N., Apt. 1115, Margate, FL 33063. The street address of the initial registered/principal office of this corporation is 3380 Pinewalk Drive N., Apt. 1115, Margate, FL 33063, and the name of the initial registered agent

of this corporation is ALBERT J. KENNEN. The corporation shall have the power to transact business in any other place or places both within or outside the State of Florida and throughout the world.

Meetings of the stockholders and directors of this corporation for any and all purposes, including the annual meeting of stockholders may be held at places other than the principal office of the corporation, within or outside the State of Florida, and the place or places for holding of such meeting may be specified in the By-Laws or by the Board of Directors.

ARTICLE VI

This corporation shall have two directors initially. The number of directors may be changed from time to time by the By-Laws of the Corporation, but shall never be less than one. The initial directors of this corporation shall be ALBERT J. KENNEN and KANDY P. KENNEN, whose address is 3380 Pinewalk Drive N., Apt. 1115, Margate, FL 33063.

ARTICLE VII

The persons signing these Articles of Incorporation are ALBERT J. KENNEN and KANDY P. KENNEN.

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

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

ALBERT J. KENNEN

Kandy P. Konnen

STATE OF FLORIDA

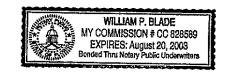
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ALBERT J. KENNEN and KANDY P.KENNEN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid, on this 25 day of February 2000.

NOTARY PUBLIC

My Commission expires:



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SECKETARY OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICHE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

POOL MASTERS OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 3380 Pinewalk Drive N., Apt. 1115, Margate, FL 33063, has named ALBERT J. KENNEN of 3380 Pinewalk Drive N., Apt. 1115, Margate, FL 33063, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-captioned corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Signed the 25th day of February, 2000.

ALBERTA, KENNEN