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SECRETARY OF STATE,
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA, 32314

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-03/20/00--01082--015
*****78.75 *****78.75

DEAR SIR:

ENCLOSED KINDLY FIND ARTICLES OF INCORPORATION COMPLETED AND SIGNED, TOGETHER WITH A CHECK IN THE AMOUNT OF \$ 78.75 PAYABLE TO THE SECRETARY OF STATE - FOR FILING FEE & CERTIFICATE OF STATUS.

I WOULD APPRECIATE YOUR OFFICE FILING SAME AND NOTIFICATION AS TO THE DOCUMENT NUMBER ASSIGNED THIS NEW CORPORATION.

NAMES FOR THE NEW CORPORATION IN ORDER OF PREFERENCE ARE:

1. *Dixie Pools, Inc.*
2. *Dixie Pool Services, Inc.*
3. *Dixie Pool Maintenance Services, Inc.*

SHOULD I HAVE OVERLOOKED ANY PAPERWORK REQUIRED TO ESTABLISH A PROPER FILING, KINDLY TELEPHONE AT 941-473-0112

RESPECTFULLY,

Howard Pearce Jr

HOWARD C PEARCE, JR.
7305 CASTLEBERRY TERRACE
ENGLEWOOD, FL. 34224

FILED
00 MAR 20 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~2100-8077~~

ARTICLES OF INCORPORATION
OF
Dixie Pools, Inc.

FILED
00 MAR 20 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of Corporation is: Dixie Pools, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are :

A. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. **The name and address of the initial Registered Agent and Office of this Corporation is as follows:**

**HOWARD C PEARCE, JR.
7305 CASTLEBERRY TERRACE
ENGLEWOOD, FL. 34224**

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

**HOWARD C PEARCE, JR.
7305 CASTLEBERRY TERRACE
ENGLEWOOD, FL. 34224**

Article 7. Incorporators. The name and address of each incorporator is as follows:

**HOWARD C PEARCE, JR.
7305 CASTLEBERRY TERRACE
ENGLEWOOD, FL. 34224**

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17th day of March, 2000

Howard Pearce Jr

HOWARD C PEARCE, JR., Incorporator

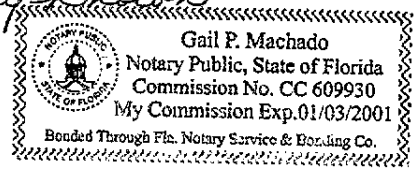
STATE OF FLORIDA
COUNTY OF SARASOTA Charlotte

Before me personally appeared **HOWARD C PEARCE, JR.**, me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of March, 2000.
by Howard C. Pearce Jr. who is personally known

Gail P. Machado

Notary Public, State of Florida GAIL P. MACHADO
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Dixie Pools, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 17th day of March, 2000

Howard Pearce Jr

HOWARD C PEARCE, JR. Registered Agent

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TALLAHASSEE, FLORIDA