

W. E. Bishop, Jr., P.A.

ATTORNEY AT LAW

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#14 DILLEN PLAZA
8720 S.W. S.R. 200
OCALA, FLORIDA 34481

P00000032984

March 23, 2000

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

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-03/27/00--01137--005
****122.50 *****78.75

Re: SWIMMING POOL DYNAMICS, INC.

Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation of SWIMMING POOL DYNAMICS, INC. together with our check in the amount of \$122.50 to cover filing fee, resident agent's fee and certified copy.

If anything additional is required, please advise.

Sincerely,

W.E BISHOP, JR. P.A.



W.E.BISHOP, JR.

WEBjr/b

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-31-00
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(d) Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or scope of the general powers of the Corporation created by them, nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

ARTICLE IV

Nothing contained in the foregoing Article shall be construed to authorize the Corporation to engage in the business of banking, insurance or engineering.

ARTICLE V

The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

ARTICLE VI

The shares of the Corporation are not to be divided into classes.

ARTICLE VII

The Corporation is not authorized to issue shares in series.

ARTICLE VIII

The Corporation shall indemnify its officers and directors against liability arising out of acts of the Corporation.

ARTICLE IX

The street address of the initial registered office and registered agent of the Corporation shall be **SWIMMING POOL DYNAMICS, INC., 7743 SW S.R. 200, Ocala, Florida 34476.**

The Corporation's principle office shall be **7743 SW S.R. 200, Ocala, Florida 34476.**

ARTICLE X

This Corporation shall have one Director initially. The number of Directors may be increased pursuant to the By-Laws. The affairs of the Corporation will be managed by the Director, who shall serve until the first annual meeting or until his successor (s) are elected by the shareholders in the manner to be set forth in the By-Laws. The initial director shall be **GAYLE BISHOP** whose address is **7743 SW S.R. 200, Ocala, Florida 34476.**

ARTICLE XI

The name and street address of the incorporator to these Articles of Incorporation is:

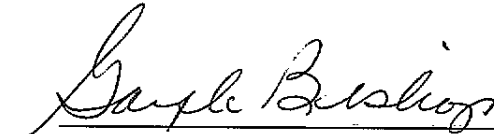
**GAYLE BISHOP
7743 SW S.R. 200
Ocala, Florida 34476**

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 23rd day of March, 2000.


Gayle Bishop


ACCEPTANCE OF RESIDENT AGENT

I am familiar with and accept the duties and responsibilities as registered agent for
said corporation.


Gayle Bishop
Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 23rd day of March,
2000 GAYLE BISHOP who is personally known to me and did not take an oath.


Notary Public, State of Florida



Geraldine Field
MY COMMISSION # CC644226
June 28, 2001
BONDED THRU TROY FARM INSURANCE CO.

FILED
00 MAR 27 PM 1:11
TALLAHASSEE, FLORIDA
CLERK OF STATE

ARTICLES OF INCORPORATION
SWIMMING POOL DYNAMICS, INC.

ARTICLE I

The name of the Corporation is:

SWIMMING POOL DYNAMICS, INC.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is to include any and all legal activities permitted under the Laws of the State of Florida and the United States.

The Corporation, subject to any specific written limitations or restrictions imposed by the Law or by these Articles of Incorporation, all shall have and exercise the following powers:

- (a) To have and exercise all the powers specified by law;
- (b) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic corporation or foreign corporations, associations, partnership, individuals, or other entities, and to enter into general or limited partnerships;
- (c) To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations and created by any domestic or foreign corporations, associations, partnerships, individuals or other entities;

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA