

February 21, 2000

2000033474

State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: New Filings

Dear Sir:

Enclosed please find two copies of the Articles of Incorporation for Whitewater Pools & Spas, Inc., also, a check for \$122.50 to cover various fees for filings.

Your prompt attention to this matter will be greatly appreciated.

Respectfully,

Barbara L. Arnold
Barbara L. Arnold

352-195-8882

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-02/29/00--01014--001
****122.50 *****78.75

44-6019

J.D.

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FILED
00 APR -3 PM 1:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 7, 2000

BARBARA L. ARNOLD
11448 E. MAID COURT
INVERNESS, FL 34450

SUBJECT: WHITEWATER POOLS & SPAS, INC.
Ref. Number: W00000006019

We have received your document for WHITEWATER POOLS & SPAS, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 800A00012504

ARTICLES OF INCORPORATION
OF
WHITEWATER POOLS & SPAS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms
A corporation under the laws of the State of Florida as follows:

ARTICLE I
Name

The name of the Corporation is: WHITEWATER POOLS & SPAS, INC.

ARTICLE II
Term of Existence

The date when corporation existence shall commence shall be the date of
The filing of these Articles of Incorporation by the office of the Department of
State of the State of Florida and the Corporation shall have perpetual existence
thereafter.

ARTICLE III
Nature of Business

The Corporation is organized to engage in the business of pool and spa
construction and in any and all other lawful business.

ARTICLE IV
Capital Stock

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common
stock, which shall be designated common shares.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 11448 E.
Maid Ct., Inverness, FL, 34450. and the name of its initial registered agent at such
address is Barbara L. Arnold.

MAILING ADDRESS IS THE SAME.

ARTICLE VI

Directors

The corporation shall have 1 director initially. The number of directors may be increased or decreased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of each initial director of the Corporation who shall serve until his or her successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Barbara L. Arnold	11448 E Maid Ct Inverness, Fl 34450

ARTICLE VII

Incorporator

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

<u>Name</u>	<u>Address</u>
Lisa White	11448 E Maid Ct Inverness, Fl 34450

ARTICLE VIII

Bylaws

The power to adopt, amends, or repeals bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE IX

Indemnification

The Corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

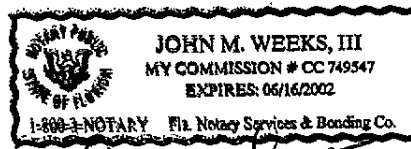
In witness where of, the undersigned incorporator has executed these Articles of Incorporation the 21st day of February, 2000.



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The on going Articles of incorporation were acknowledged before me this
24TH day of FEBRUARY, 2000, as Incorporator.



Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and having been designated to accept service of process for the Corporation, at the place designated as the registered office, I hereby agree to service as registered agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.342, of Florida Statutes.

Dated this 24TH date of FEBRUARY, 2000.

Barbara L. Cradd

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00 APR -3 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA