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May 9, 2000

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-05/11/00-01096-004
*****78.75 *****78.75

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

RE: CONRAD POOLS, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation.

Also enclosed is our firm's check in the amount of \$ 78.75, representing payment of the following:

Filing fee	\$ 35.00
Certified Copy fee	\$ 8.75
Registered agent fee	\$ 35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 MAY 11 PM 1:11
FILED

Please file the enclosed Articles of Incorporation and return certified copy to the undersigned.

EFFECTIVE DATE
05-12-00

Very truly yours,

Stanley R. Andrews
Stanley R. Andrews

SRA:drd

AKS/IS

ARTICLES OF INCORPORATION
OF
CONRAD POOLS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE I. NAME

The name of the corporation is CONRAD POOLS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation is 2825 South Washington Avenue, Titusville, FL 32780.

ARTICLE III. NATURE OF BUSINESS

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 IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$ 10.00 per share.

ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing on May 12, 2000.

FILED
00 MAY 11 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
05-12-00

ARTICLE VI. 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:

VIOLETA E. WALKER

2825 South Washington Avenue
Titusville, FL 32780

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INCORPORATORS

The name and street addresses of the incorporators of these Articles of Incorporation are:

VIOLETA E. WALKER

2825 South Washington Avenue
Titusville, FL 32780

DAVID CONRAD

2825 South Washington Avenue
Titusville, FL 32780

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 stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned has executed these

Articles of Incorporation this 09th day of May, 2000.

Violeta E. Walker

VIOLETA E. WALKER

David Conrad

DAVID CONRAD

State of Florida
County of Brevard

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared VIOLETA E. WALKER, personally known to me OR who produced _____ as identification, who is known by me to be the person who executed the foregoing Articles of Incorporation, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and county aforesaid, this 09th day of May, 2000.

Stanley R. Andrews
Notary Public State of Florida

State of Florida
County of Brevard



Stanley R. Andrews
MY COMMISSION # CC828665 EXPIRES
May 28, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared DAVID CONRAD, personally known to me OR who produced _____ as identification, who is known by me to be the person who executed the foregoing Articles of Incorporation, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and county aforesaid, this 09th day of May, 2000.

Stanley R. Andrews
Notary Public State of Florida



Stanley R. Andrews
MY COMMISSION # CC828665 EXPIRES
May 28, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent in the State of Florida.

1. The name of the corporation is CONRAD POOLS, INC.
2. The name of the registered agent is VIOLETA E. WALKER.
3. The address of the registered agent / registered office is 2825 South Washington Avenue, Titusville, FL 32780.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

May 09, 2000
Date

BY Violeta E. Walker
VIOLETA E. WALKER

FILED
00 MAY 11 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA