

P00000059402
TRANSMITTAL LETTER

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

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-06/13/00--01031--005
*****87.50 *****87.50

SUBJECT: All-American Digital Pool Systems, Incorporated
(PROPOSED CORPORATE NAME -- MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Allen R. Sells
Name (Printed or typed)

1373 Wisconsin Drive
Address

Naples, FL 34103
City, State & Zip

(941) 435-3598
Daytime Telephone number

00 JUN 13 PM 6:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-15-00

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE
6-15-00

ARTICLES OF INCORPORATION
OF
ALL-AMERICAN DIGITAL POOL SYSTEMS, INCORPORATED

FILED
00 JUN 13 PM 6:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I.
NAME

The name of this corporation shall be ALL-AMERICAN DIGITAL POOL SYSTEMS, INCORPORATED.

ARTICLE II.
PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation is 1373 Wisconsin Drive, Naples, FL 34103.

ARTICLE III.
PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV.
CAPITAL STRUCTURE

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of one dollar (\$1.00).

ARTICLE V.
DIRECTORS/OFFICERS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) director initially, and the name and address of each initial director is as follows:

NAME	ADDRESS
ALLEN R. SELLS	1373 Wisconsin Drive Naples, FL 34103

ARTICLE VI.
INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME:	ADDRESS:
ALLEN R. SELLS	1373 Wisconsin Drive Naples, FL 34103

ARTICLE VII.
INCORPORATOR

The name of the incorporator of the corporation is as follows:

NAME:	ADDRESS:
ALLEN R. SELLS	1373 Wisconsin Drive Naples, FL 34103

ARTICLE VIII.
EFFECTIVE DATE AND DURATION

The corporation shall commence upon June 15, 2000 and shall have perpetual existence thereafter.

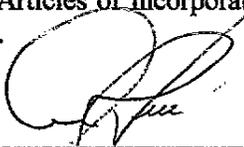
ARTICLE IX.
PRE-EMPTIVE RIGHTS

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE X.
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or re-adopted by the Board of Directors if the shareholders so provide.

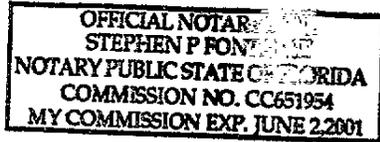
IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 12th day of June, 2000.

By: 
ALLEN R. SELLS Date 6/12/00

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared ALLEN R. SELLS, known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this 12th day of JUNE, 2000.



Notary Public,
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

6/12/00

ALLEN R. SELLS, Registered Agent

Date

FILED
00 JUN 13 PM 6:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA