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ACCOUNT NO. : 072100000032

REFERENCE : 737275 9930A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 20, 2000

ORDER TIME : 12:45 PM

ORDER NO. : 737275-005

CUSTOMER NO: 9930A

CUSTOMER: Ms. Jennifer L. Torrence
PERRY & KERN, P.A.
PERRY & KERN, P.A.
50 S. E. 4th Avenue

Delray, FL 33483

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-06/20/00--01055--023
*****78.75 *****78.75

DOMESTIC FILING

NAME: FLORIDA CUSTOM POOLS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kari Renfroe - EXT. 1147
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 20 PM 4:05

RECEIVED
00 JUN 20 PM 1:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA CUSTOM POOLS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 20 PM 4: 06

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is FLORIDA CUSTOM POOLS, INC.,

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and the mailing address of this corporation is 708 Dixie Lane, West Palm Beach, FL 33415.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500), which shares shall be common stock having a one dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 50 S.E. 4th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Mark A. Perry, Esq.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this corporation:

CLIFFORD NEWELL 708 Dixie Lane
West Palm Beach, FL 33415

ARTICLE VI - PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the business of pool maintenance, construction and related services.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or

business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| CLIFFORD NEWELL | 708 Dixie Lane West Palm Beach, FL 33415 |

ARTICLE VIII- INITIAL OFFICERS

The name and address of the initial Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

| | |
|-----------------|--------------------------------|
| CLIFFORD NEWELL | President, Secretary/Treasurer |
|-----------------|--------------------------------|

ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 20 PM 4:06

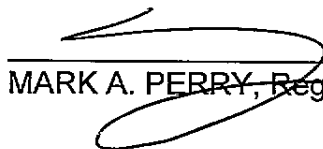
ARTICLE XIII - INFORMAL ACTION

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 19th day of June, 2000.


CLIFFORD NEWELL

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this the 19th day of June, 2000.


MARK A. PERRY, Registered Agent