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PASTER, RAY & COHEN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

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August 4, 2000

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*****122.50 *****78.75

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

RE: AAA POOLS, Inc.

Dear Sir/Madam:

Enclosed please find our check in the amount of \$122.50 for filing the Articles of Incorporation which we have enclosed for the above referenced matter.

Thank you for your prompt attention in this matter.

Very truly yours,

Sarah Wakefield

Secretary to
Richard Barton Ray

/srw
enclosure

FILED
00 AUG -7 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-11-00

ARTICLES OF INCORPORATION

AAA POOLS, INC.

FILED
00 AUG -7 PM 3:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, do hereby form a corporation for profit under Chapter 607 of the laws of the State of Florida, as follows:

ARTICLE I: NAME

The name of the corporation shall be AAA Pools, Inc. The address of the principal office of this corporation shall be 6405 Addington Pl, University Park, FL. 34201 and the mailing address shall be the same.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to swimming pool repair and remodeling.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue at any one time is 7500 shares of common stock.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is to be at RICHARD BARTON RAY and the initial registered agent at that address is 6108 26th St. W., Bradenton, FL. 34207

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial member of the Board of Directors are:

Director(s)
Juergon Salathe

Address(es)
6405 Addington Pl.
University Park, FL. 34201

ARTICLE VII: INCORPORATORS

The corporation is being formed, and these Articles are being subscribed to by,
JUERGON SALATHE.

ARTICLE VIII: REGISTERED AGENT DESIGNATION

The undersigned, RICHARD BARTON RAY, is familiar with and accepts the duties and responsibilities as registered agent for AAA Pools, Inc.

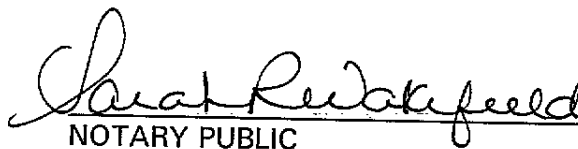
WHEREFORE, the undersigned, as subscribing incorporator and designated registered agent, hereby subscribed to these Articles and accepts the designation as registered agent, on the 4th day of August, 2000.


RICHARD BARTON RAY
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 4th day of August, 2000, by RICHARD BARTON RAY who is personally known to me and who did take an oath.

 Sarah R Wakefield
My Commission CC668760
Expires August 03, 2001


NOTARY PUBLIC