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THE FRANKLIN LAW FIRM, P.A.

JAMES R. "RUSTY" FRANKLIN

Admitted in Florida and Illinois

Suite C-3
215 Imperial Boulevard
Lakeland, FL 33803
(863) 648-1812

August 18, 2000

Mailing Address:
Post Office Box 2883
Lakeland, FL 33806-2883
FAX: (863) 648-4311

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
8-21-00

Re.: Filing of Articles of Incorporation for
Nichols Pools' & Decks, Inc.

700003369737--9
-08/23/00--01073--007
****122.50 *****78.75

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Nichols Pools' & Decks, Inc., together with a Certificate Designating Place of Business or Domicile for Service of Process Within Florida, Naming Agent Upon Whom Service May Be Made.

Enclosed is a check in the amount of \$122.50 to cover the following fees:

Fee for filing Articles of Incorporation:	\$35.00
Fee for filing Certificate Designating Registered Agent:	\$35.00
Fee for certified copy of Articles of Incorporation:	\$52.50
TOTAL	\$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with F.S. 607.0203(1), the corporation began its existence on August 18, 2000, when the Articles were subscribed. I understand that you will file the Articles within five (5) days from that date, in compliance with that statute.

Please forward the Certificate of Incorporation and a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Sincerely,

THE FRANKLIN LAW FIRM, P.A.



James R. "Rusty" Franklin

enclosures (as noted)

F. 01-2000

AUG 2 8 2000

**ARTICLES OF INCORPORATION
OF
NICHOLS' POOLS & DECKS, INC.**

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I
Name and Principal Office

The name of the corporation shall be Nichols' Pools & Decks, Inc. The initial principal office and mailing address for the corporation shall be 11440 Whipperwill Lane, Lakeland, Florida 33809.

ARTICLE II
Term of Existence

This corporation shall have perpetual existence, commencing on August 21, 2000.

ARTICLE III
Nature of Business

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be as follows:

- (a) To engage in the construction business;
- (b) To own real and personal property necessary for the rendering of the foregoing goods and services;
- (c) To invest in real estate, mortgages, stocks, bonds, or any other type of investment; and
- (d) To engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
Powers

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

EXPIRATION DATE
8-21-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- (a) To have perpetual succession by its corporate name;
 - (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
 - (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated and to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
 - (e) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
 - (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
 - (g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
 - (h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
 - (i) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;
 - (j) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
 - (k) To make and alter bylaws, not inconsistent with these Articles of

Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

- (l) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (m) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
- (n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
- (o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his/her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and
- (q) To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE V Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common voting stock having a par value of one dollar (\$1.00) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI Registered Office and Agent

The street address of the initial registered office of this corporation shall be 215 Imperial Boulevard, Suite C-3, Lakeland, Florida 33803, and the name of its initial registered agent at such address shall be James R. Franklin.

ARTICLE VII
Directors

This corporation currently has one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
Current Directors

The name and street address of the current director of this corporation, who shall serve until their successors are duly elected and qualified, shall be:

Michael A. Nichols
11440 Whipperwill Lane
Lakeland, Florida 33809

ARTICLE IX
Incorporator

The name and street address of the incorporator of this corporation shall be:

James R. Franklin
215 Imperial Boulevard, Suite C-3
Lakeland, Florida 33803.

ARTICLE X
Bylaws

- (a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.
- (b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
Shareholders' Restrictive Agreement

The shares of stock of this Corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file of the principal office of the Corporation.

ARTICLE XII
Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney's fees or expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances, because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney's fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of any foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation may also pay or reimburse for the reasonable attorney's fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have the power to indemnify the individual(s) against the same claims under law. All references in these Articles of Incorporation are deemed to include any amendments or successors thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees or expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provision regarding indemnification shall be held invalid as contrary to law or public policy, it shall be severable and the provisions

remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIII
Subchapter S Corporation


The Corporation may elect to be taxed as an S corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended. The shareholders of this Corporation may elect, and, if elected, shall continue such election to be an S corporation, unless the shareholders of the Corporation unanimously agree otherwise in writing. After the Corporation has elected to be an S corporation, none of the shareholders of the Corporation, without the written consent of all of the shareholders shall take any action, or make any transfer or other disposition of the shares of stock in the Corporation, which will result in the termination or revocation such election to be an S corporation. Once the Corporation has elected to be an S corporation, each share of stock issued by the Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE XIV
Amendment

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

IN WITNESS WHEREOF, the undersigned, incorporator has executed these Articles of Incorporation this 16 day of August, 2000.


_____(SEAL)
James R. Franklin, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, the undersigned authority, this 18 day of August, 2000, personally appeared James R. Franklin, who is personally known to me and he

acknowledged to me that he executed the foregoing Articles of Incorporation of Nichols' Pools & Decks, Inc.

Cynthia A. Chandler
NOTARY PUBLIC, State of Florida

CYNTHIA A. CHANDLER
Notary Public, State of Florida
My comm. expires Sept. 5, 2000
Comm. No. CC582576


My Commission Expires: 9/5/00

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That NICHOLS' POOLS & DECKS, INC., desiring to organize under the laws of the State of Florida, has named James R. Franklin, 215 Imperial Boulevard, Suite C-3, Lakeland, Florida 33803, as its agent to accept service of process within the State of Florida.

DATED this 21 day of August, 2000.

By: 
James R. Franklin
Its Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 21 day of August, 2000.


James R. Franklin

00 AUG 23 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED