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TASO M. MILONAS, P.A.

Taso M. Milonas, J.D., LL.M.
Board Certified Tax Lawyer

October 5, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/11/00--01060--005
****148.75 *****70.00

Re: 130 N. Tamiami Trail Corporation, Elite-Weiler Pools, Inc. and Marjon
Sarasota, Inc.

Dear Sir or Madam:

Enclosed for filing are the originals and one copy each of the following:

1. Articles of Incorporation of 130 N. Tamiami Trail Corporation;
2. Articles of Amendment to Articles of Incorporation of Elite-Weiler Pools, Inc.; and
3. Articles of Amendment to Articles of Incorporation of Marjon Sarasota, Inc.

Also enclosed is check #036609 in the amount of \$148.75 to cover the cost of filing.
Please return a date-stamped copy of each of the documents to us in the enclosed envelope.

If you have any questions, please do not hesitate to call me at (941) 366-7773.

Sincerely,



Taso M. Milonas

TMM/kf
Enclosures

FILED
00 OCT 11 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
130 N. TAMIAMI TRAIL CORPORATION

FILED
00 OCT 11 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this corporation shall be: 130 N. TAMIAMI TRAIL CORPORATION

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

130 N. Tamiami Trail, Osprey, Florida, 34229

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock having a par value of one dollar (\$1.00) per share, consisting of two classes as follows: (i) 2,000 shares of voting common stock to be designated the "Class A" stock; and (ii) 8,000 shares of voting common stock to be designated the "Class B" stock. Except as otherwise provided above, each class of stock shall be identical to the other.

(b) The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

The existence of this corporation shall commence upon the filing of these Articles by the Department of State, and shall thereafter be perpetual.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 130 N. Tamiami Trail, Osprey, Florida, 34229, and the initial registered agent of this corporation at such office shall be Douglas Kennedy. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such member to hold office until his her successor has been duly elected and qualified. The names and street addresses of each initial director are:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Douglas Kennedy | 130 N. Tamiami Trail Osprey, Florida, 34229 |
| John D. Kennedy | 130 N. Tamiami Trail Osprey, Florida, 34229 |

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Douglas Kennedy | 130 N. Tamiami Trail Osprey, Florida, 34229 |

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or 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 stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

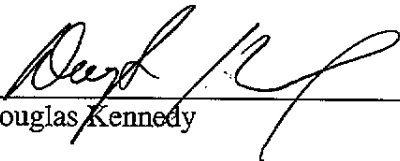
(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Douglas Kennedy

STATE OF FLORIDA
COUNTY OF SARASOTA


BEFORE ME, the undersigned authority, on this 31st day of May, 2000, personally appeared Douglas Kennedy to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



NOTARY PUBLIC

My Commission Expires:

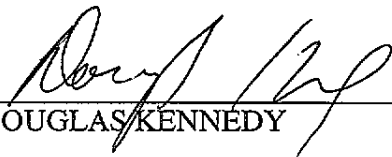
 Taso M. Milonas
My Commission CC800182
Expires January 3, 2003

130 N. TAMiami TRAIL CORPORATION

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, DOUGLAS KENNEDY, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 31st day of May, 2000.


DOUGLAS KENNEDY

FILED
00 OCT 11 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA