

TAX SOLUTIONS OF PALM BEACH
OFFICE OF
ROBERT A. KIESLING, PA, EA.

4739 N. CONGRESS AVENUE
BOYNTON BEACH, FLORIDA 33426

TAXATION
FINANCIAL PLANNING
ESTATE PLANNING

TELEPHONE (561) 432-2036
FACSIMILE (561) 432-0525

P00000097308

BOBBIE COX
FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FL., 32399

RE: CORPORATION

400003425604--6
-10/16/00--01046--018
****140.00 *****70.00

DEAR BOBBIE,

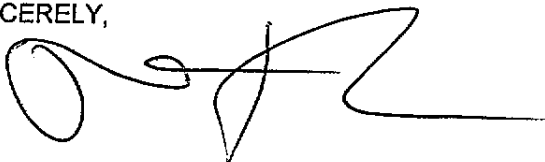
HERE ARE 2 ARTICLES OF INCORPORATION, ATTACHED IS CHECK #1301 IN THE
AMOUNT OF \$140,000 FOR A NON - CERTIFIED CORPORATION.

PLEASE MAIL BACK TO: ROBERT KIESLING
4793 NORTH CONGRESS #203
BOYNTON BEACH, FL., 33426

PLEASE CALL MY OFFICE IF YOU HAVE ANY QUESTIONS ON THIS MATTER.

THANK YOU FOR YOUR HELP AND HARD WORK.....

SINCERELY,



ROBERT KIESLING PA. EA.

FILED
2000 OCT 16 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BC 10/17

FILED
OCT 16 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

NEPTURE POOLS INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State of Florida, and shall have perpetual existence.

FILED
2000 OCT 16 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The principal place of business and mailing address of this corporation shall be: —

3230 TROPICAL TRAIL
LANTANA, FL., 33462

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

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;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

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;

To lend money to, and use its credit to assist, its officers and employess in accordance with Florida Statute S607.141;

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;

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;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

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;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$10.00

Unless otherwise sated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

ROBERT A. KIESLING
4793 NORTH CONGRESS AVE. #203
BOYNTON BEACH, FL., 33426

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

1. INITIAL DIRECTOR
SCOTT HOUCHINS
3230 TROPICAL TRAIL
LANTANA, FL., 33462

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

SCOTT HOUCHINS
3230 TROPICAL TRAIL
LANTANA, FL., 33462

The undersigned has executed these Articles of Incorporation this 5th day of OCT., 2000


Incorporator

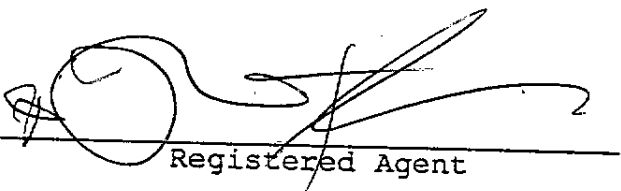
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that NEPTURE POOLS INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named ROBERT A. KIESLING
(Name of Registered Agent)
located at BOYNTON BEACH, County of PALM BEACH
(City) (County)
State of Florida, as its agent to accept service of process within
this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Registered Agent

FILED
2000 OCT 16 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA