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Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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FLORIDA PROFIT CORPORATION OR P.A.**RAINBOW POOL AND SPA CLEANING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 17, 2000

FAS-T

SUBJECT: RAINBOW POOL ADN SPA CLEANING, INC.
REF: W00000024972

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Becky McKnight
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FAK Aud. #: H00000054432
Letter Number: 100A00054325

**ARTICLES OF INCORPORATION
OF
RAINBOW POOL AND SPA CLEANING, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida; and further do agree to the following condition of said Corporation:

ARTICLE I

The name of this Corporation shall be:
RAINBOW POOL AND SPA CLEANING, INC.

and its business shall be carried in Volusia County, Florida and also within and without the State of Florida, and in the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. The nature of the business and the objects and purposes to be transacted, promotes or carried on by this Corporation are to engage in any lawful act or activity for which Corporation may be organized, under the Corporation Act of the State of Florida.
2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
3. To buy, sell, manufacture repair, alter and change, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any of said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.
4. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 1000 shares no par value common stock.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business is Twenty Thousand Dollars (\$ 20,000.00)

**ARTICLE V
TERMS OF EXISTENCE**

This Corporation shall be in perpetual existence unless dissolved by action of law or by vote of the stockholders.

**ARTICLE VI
ADDRESS**

This initial post office address of this Corporation in the State of Florida is: 525 Antelope Drive, Deltona, Florida 32725.

**ARTICLE VII
DIRECTORS**

This Corporation shall have no less than two (2) Directors, who need not be stockholders. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Law hereof, but at no time shall there be a number less than one (1).

ARTICLE VIII

The names and post office addresses of the First Board of Directors and Officers of this Corporation are as follow:

President:

MICHELLE LEWIS
525 Antelope Drive
Deltona, FL 32725

Vice-President:

SEMBER SMATHERS
525 Antelope Drive
Deltona, FL 32725

ARTICLE IX SUBSCRIBERS

The name and post office address of each subscriber to these Article of Incorporation, the number of shares of stock each agree to take, and the Value of the consideration paid thereof are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of amount of shares paid</u>
MICHELLE LEWIS	525 Antelope Dr. Deltona, FL 32725	500 shares
SEMBER SMATHERS	525 Antelope Dr. Deltona, FL 32725	500 shares

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the voting shares.

ARTICLE XI POWERS OF THE BOARD OF DIRECTORS

In furtherance and not limitation of the power conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the By-Laws of the Corporation.
2. To fix the amount to be reserved as working capital and to authorized and cause to be executed mortgages, liens upon the property, and franchise of this Corporation.
3. If the By-Laws so provide, to designate by resolution one or more of their number to constitute and executive Committee, which Committee, to the extent provided in the resolution or in the By-Law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the Business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE XII RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follow:

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it at the Corporation through the Board of Directors in the following manner:

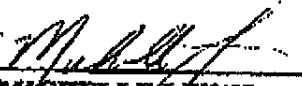
He shall notify the Directors of his desire to sell or transfer by notice in writing which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him in writing name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in


the absence of such arbitrator, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Article of Incorporation on October 11, 2000. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporators are at least eighteen years of age.

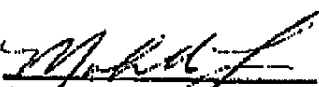

MICHELLE LEWIS
525 Antelope Drive
Deltona, FL 32725


SEMBER SMATHERS
525 Antelope Drive
Deltona, FL 32725

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT:

That Rainbow Pool and Spa Cleaning, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at the City of Deltona, County of Volusia, State of Florida has named Sember Smathers, located at 525 Antelope Drive, Deltona, Florida 32725 as its agent to accept service of process within Florida.


MICHELLE LEWIS
525 Antelope Drive
Deltona, FL 32725


SEMBER SMATHERS
525 Antelope Drive
Deltona, FL 32725

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

1. The name of the Corporation is: RAINBOW POOL AND SPA CLEANING, INC.
2. The name and address of the registered agent and office is:

SEMBER SMATHERS
525 Antelope Drive
Deltona, FL 32725

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.


Sember Smathers /Registered Agent

10-11-00
Date

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