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ATTORNEYS AT LAW

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REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

TFKiesel@msn.com

November 1, 2000

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

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-11/21/00--01048--016
*****78.75 *****78.75

Re: Kahuna Pools, Inc.

Dear Ladies and Gentlemen:

In regard to the above referenced corporation, please find enclosed the following:

1. Original and one copy of Articles of Incorporation,
2. Check in the amount of \$78.75, to cover the following:

Filing Fee:	\$ 35.00
Registered Agent:	\$ 35.00
Certified Copy:	<u>\$ 8.75</u>

TOTAL AMOUNT: \$ 78.75

FILED
00 NOV 21 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,


Thomas F. Kiesel

TFK/sns
Enclosure

cc: Mr. Stephen M. Mennona

KK
11/21

W-26626



RECEIVED

NOV 13 2000

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 7, 2000

THOMAS F KIESEL, ESQ
POST OFFICE DRAWER 1000
FORT MYERS, FL 33902

SUBJECT: KAHUNA POOLS, INC.
Ref. Number: W00000026626

We have received your document for KAHUNA POOLS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file.

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

If you have any further questions concerning your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 800A00057643

ARTICLES OF INCORPORATION
OF
KAHUNA POOLS, INC.

FILED
00 NOV 21 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is KAHUNA POOLS, INC., and its address is 309 SE 20th Court, Cape Coral, FL 33990.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 309 SE 20th Court, Cape Coral, FL 33990, and the name of the initial registered agent of this corporation at that address is STEPHEN M. MENNONA.

ARTICLE VI

Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and addresses of the initial Director of this corporation who shall hold office, unless otherwise provided in the duly adopted By-laws of this corporation, for the first year of existence of the corporation or until his successor is elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN M. MENNONA	309 SE 20 TH COURT CAPE CORAL, FL 33990

ARTICLE VII

Initial Officers

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate By-laws, are as follows:

<u>NAME & ADDRESS</u>	<u>OFFICE</u>
STEPHEN M. MENNONA 309 SE 20 TH COURT CAPE CORAL, FL 33990	PRESIDENT/VICE-PRESIDENT/ SECRETARY/TREASURER

ARTICLE VIII

Incorporator

The name(s) and address(es) of the person(s) signing these Articles as subscriber(s) to the corporation, together with the number of shares each agrees to take, are as follows:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES</u>
STEPHEN M. MENNONA 309 SE 20 TH COURT CAPE CORAL, FL 33990	100

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Compensation

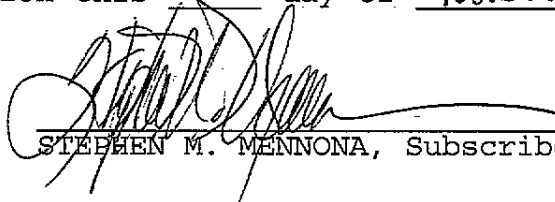
The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

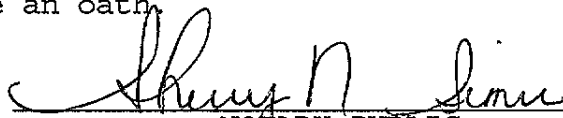
IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 1ST day of NOVEMBER, 2000.


STEPHEN M. MENNONA, Subscriber

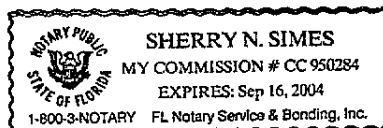
STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 1ST day of NOVEMBER, 2000, by STEPHEN M. MENNONA, who is () personally known to me or who has (X) produced FLORIDA DRIVER'S LICENSE as identification and who (X) did or () did not take an oath.

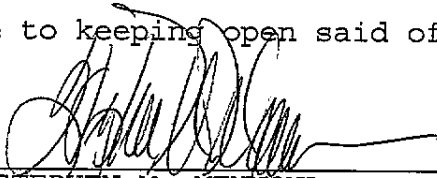

NOTARY PUBLIC

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



STEPHEN M. MENNONA,
Registered Agent

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FILED
00 NOV 21 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA