CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite I • Tallahassee, Florida 32301 (850) 224-870 • 1-800-342-8062 • Fax (850) 222-1222 DIVISION OF CORPORATION

Time

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Signature

Name

Walk-In

Requested by:

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Art. of Amend. File
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Dissolution / Withdrawal
Annual Report / Reinstatement
Cert. Copy
Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 Search Driving Record UCC 1 or 3 File UCC 11 Search
UCC 11 Search
UCC 11 Retrieval
Courier

ARTICLES OF INCORPORATION

OF

iPOOLSUPPLY.COM, INC.

The undersigned, for the purpose of forming aperporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is iPOOLSUPPLY.COM, INC.

ARTICLE TWO

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 12155 Metro Parkway, Suite 5, Fort Myers, Florida 33912. The mailing address of the corporation is 12155 Metro Parkway, Suite 5, Fort Myers, Florida 33912.

ARTICLE THREE

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation is at 12155 Metro Parkway, Suite 5, Fort Myers, Florida 33912. The name of the initial registered agent at that address is DOUGLAS GRIFFIN.

ARTICLE FOUR

PURPOSE

The corporation shall engage in and transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

FILED A

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SECRETARY OF SOAT

AND AHASSEE, FLORE

ARTICLE FIVE

DURATION

The term of the existence of the corporation is perpetual.

ARTICLE SIX

AUTHORIZED SHARES

The corporation is authorized to issue ONE HUNDRED (100) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE SEVEN

DIRECTORS

The initial Board of Directors shall consist of one to five members whose names and addresses are:

NAME

ADDRESS

DOUGLAS GRIFFIN

12155 Metro Parkway, Suite 5 Fort Myers, Florida 33912

ARTICLE EIGHT

INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is DOUGLAS GRIFFIN, 12155 Metro Parkway, Suite 5, Fort Myers, Florida 33912.

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence upon the filing of the Articles of Incorporation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 12th day of December, 2000 in Fort Myers, Lee County, Florida.

DOUGLAS GRIFFIN

STATE OF FLORIDA .) ss.
COUNTY OF LEE ...)

BEFORE ME, the undersigned authority this day appeared DOUGLAS GRIFFIN, personally known to me, and he did take an oath and acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purpose therein expressed.

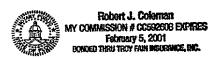
IN WITNESS WHEREOF, I have hereunto set my hand and seal this the late day of December, 2000 in Fort Myers, Lee County, Florida.

OTARY FUBLIC, State of Florida

at Large

My Commission Expires:





STATE OF FLORIDA DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State. Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

The following is submitted in compliance with Sections 48.091 and 607.0501, Florida Statutes:

iPOOLSUPPLY.COM, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its initial principal office at 12155 Metro Parkway, in the City of Fort Myers, County of Lee, State of Florida has named DOUGLAS GRIFFIN, located at 12155 Metro Parkway, Suite 5, City of Fort Myers, County of Lee, State of Florida, as its registered agent to accept service of process within this state and otherwise perform the duties and responsibilities of said registered agent.

OFFICERS:

NAM	TITLE	SPECIFIC ADDRESS
DOUGLAS GRIFFI	N (P)	12155 Metro Parkway, Suite 5 Fort Myers, Florida 33912
	(VP	<u> </u>
DOUGLAS GRIFFI	N (T)	12155 Metro Parkway, Suite 5 Fort Myers, Florida 33912
DOUGLAS GRIFFI	N (S)	12155 Metro Parkway, Suite 5 Fort Myers, Florida 33912
DIRECTORS:		SPECIFIC ADDRESS
DOUGLAS GRIFFI	N	12155 Metro Parkway, Suite 5 Fort Myers, Florida 33912

ACCEPTANCE:

I hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for iPoolSupply.com, Inc., and agree as registered agent to accept service of process; to keep this office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing Fee: \$35.00

Registered Agent)