

P01000042573

MARSHALL D. DAVIS, P.A.  
ATTORNEY AT LAW  
233 EAST BAY STREET  
620 BLACKSTONE BUILDING  
JACKSONVILLE, FLORIDA 32202

MARSHALL D. DAVIS

JANIS G. ELDRIDGE  
CERTIFIED LEGAL ASSISTANT

April 24, 2001

904/354-2738  
FAX 904/833-9561

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: POOLDZINE, Inc.

Dear Sir:

Please find enclosed the Articles of Incorporation for the above referenced corporation together with a check in the amount of \$211.25 for the following expenses of incorporation:

\$88.75 - Supplemental Corporate Fee  
35.00 - Filing Articles of Incorporation  
35.00 - Designation of Registered Agent  
52.50 - Certified Copy of Articles

Please file the charter and return to me together with a certified copy of the Articles of Incorporation.

Very truly yours,

Marshall D. Davis

MDD:jkh

Enclosure

cc: Mr. Christopher W. Walton  
Mr. Brian W. Baird  
12785 Quincy Bay Drive  
Jacksonville, FL 32224

1802-01

500004084135--0

-04/27/01--01009--014

\*\*\*211.25 \*\*\*\*\*78.75

FILED  
2001 APR 26 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

26

78.75

For Davis  
done refund.

PC #127

ARTICLES OF INCORPORATION  
OF  
POOLDZINE, INC.

FILED  
2001 APR 26 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is POOLDZINE, INC.  
12785 QUINCY BAY DR., JACKSONVILLE, FL 32224

ARTICLE II  
DURATION

This corporation shall begin its existence upon filing  
of these Articles and is to exist perpetually.

ARTICLE III  
INITIAL INCORPORATOR

The name and address of the initial incorporator of this  
corporation is:

Marshall D. Davis  
Ste. 620, 233 East Bay St.  
Jacksonville, FL 32202

ARTICLE IV  
PURPOSE

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

ARTICLE V  
CAPITAL STOCK

The corporation is authorized to issue 7500 shares of  
\$1.00 par value common stock.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of

this corporation is 233 East Bay St., Ste. 620, Jacksonville, FL 32202, and the name of the initial registered agent is Marshall D. Davis.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than two. The name and address of the initial directors of this corporation are:

Christopher W. Walton  
12785 Quincy Bay Dr.  
Jacksonville, FL 32224

OFFICER  
(PT)

Brian W. Baird  
12785 Quincy Bay Dr.  
Jacksonville, FL 32224

(SV)

ARTICLE VIII  
MISCELLANEOUS

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, by by-law provision or by stockholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Any stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting, unless he shall make objection at such meeting to any defect or insufficiency of notice.

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE IX  
INDEMNITY

The corporation shall indemnify any director, officer or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer or employee may be entitled under any by-laws, agreement, by vote of shareholders, or otherwise.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto in the manner provided by law.

The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be repealed or amended from time to time by either the stockholders or directors, but the directors may not alter, repeal or amend any by-laws adopted by the stockholders if the stockholders specifically provide such by-law not be subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of April, 2001.

  
\_\_\_\_\_  
MARSHALL D. DAVIS

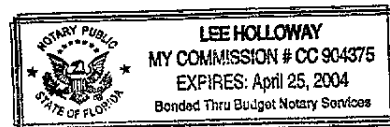
STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Marshall D. Davis, who presented proof of his identity with a valid Florida Driver's License and who did not take an oath, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he

acknowledged before me that he executed those Articles of  
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid, this  
24th day of April, 2001.

Lee Holloway  
Notary Public  
My Commission Expires:



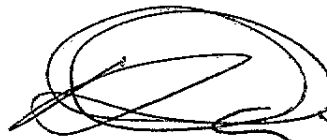
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

\_\_\_\_\_  
In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

First--That POOLDZINE, INC., desiring to organize under  
the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation, at City of  
Jacksonville, County of Duval, State of Florida, has named  
Marshall D. Davis located at 233 East Bay St., Ste. 620,  
Jacksonville, FL 32202,, Florida, as its agent to accept service  
of process within this state.

ACCEPTANCE

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



\_\_\_\_\_  
Marshall D. Davis

FILED  
2001 APR 26 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA