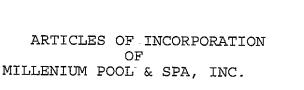
# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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The undersigned incorporate to those Articles of Incorporation a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

CORPORATE NAME:

The name of the corporation is:

OF

MILLENIUM POOL & SPA, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS:

The general nature of the business to be transacted by this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of voting common stock having a par value of One (\$1.00) Dollar per share. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE:

This Corporation shall have perpetual existence.

REGISTERED AGENT AND INITIAL REGISTERED OFFICE: ARTICLE V.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

> Registered Agent -KEVÎN DOYLE Registered/Corporate Office - 3475 SHERIDAN ST. STE. 210 HOLLYWOOD, FL 33021

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI.

## BOARD OF DIRECTORS:

This Corporation shall have TWO (2) Directors initially. The number of Directors may be increased or diminished from time by bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VII.

INITIAL DIRECTOR:

KEVIN DOYLE 3475 SHERIDAN ST STE 210 HOLLYWOOD, FL 33021

TODD GRECO 3475 SHERIDAN ST HOLLYWOOD, FL 33(2)

Signature

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII.

INCORPORATOR:

The name and street address of the corporation signing these Articles of Incorporation as the Incorporator is:

KEVIN DOYLE 3475 SHERIDAN ST STE 210 HOLLYWOOD, FL 33021

ARTICLES IX.

CONFLICT OF INTEREST:

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or Directors of this Corporation are officers or Directors of the said other corporation, or by reason of the fact that one or more of the officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

### 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 Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Manifesting their in Articles of Incorpora	tention that a certain amendment of these tion be made.	
Incorporator, has execthis - 14.73	IN WITNESS WHEREOF, the undersigned, as the cuted the following Articles of Incorporation day of May, 2000.	
	CORPORATE NAME;	
	MILLENIUM POOL & SPA, INC.  BY:	
STATE OF FLORIDA		
COUNTY OF Broward	) SS# )	
appeared Kesia Doyle the President of the Dorle the President of the Corporation described as Incorporator and the person who executed the foregoing Articles of Incorporation, and a cknowledged before me that he or she subscribed to these Articles of Incorporation.		
WITNESS my hand and official seal at  Hollywood, Florida, this day of  May, 200(		
May	, 200 (	
	NOTARY PUBLIC	
My commission expires	STATE OF FLORIDA at LARGE	
my commission expires	3: · · · · · · · · · · · · · · · · · · ·	

Steve M. Ketover Commission # CC 922442 Expires March 26, 2004 Bonded Thru Atlantis Bonding Co., Inc. CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Sections 48.091 and 607.034, Florida Statues, the following is submitted, in compliance with said Sections:

That MILLENIUM POOL & SPA, INC. desiring to organize under the laws of the State of Florida has named Kevin Doyle as its agent to accept service of process within this state.

#### ACKNOWLEDGMENT:

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.

Dated this third day of May , 2001

Name: Kevin Doyle

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AFFAHASSEE, FLORIDA