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May 14, 2001

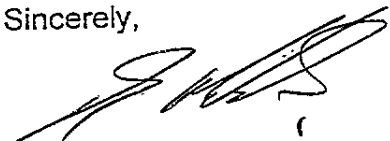
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: POOL DESIGN SERVICES, INC,

I have enclosed the original and one copy of the Articles of Incorporation. You will also find my check for \$78.75 to cover the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



Barry Mitchell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 16 AM 1:02

FILED

Please send accepted Articles of Incorporation to:

Krater & Associates, LLC
1109 Del Prado Blvd., #15
Cape Coral, FL 33990
(941)574-1040

F. G. HENDERSON

MAY 23 2001

ARTICLES OF INCORPORATION

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

ARTICLE ONE

The name of the corporation shall be **POOL DESIGN SERVICES, INC.**

ARTICLE TWO

The principle office of the corporation is located at

**2153 Lochmoor Circle
N. Ft. Myers, FL 33903**

ARTICLE THREE

The aggregate number of shares of stock which the corporation shall have authority to issue is **ONE THOUSAND (1,000)** shares of common stock at the par value of one **(\$1.00)** dollars each.

ARTICLE FOUR

The street address of its initial registered office is **2153 Lochmoor Circle, N. Ft. Myers, FL 33903** and the name of its initial registered agent at such address is **Barry Mitchell**.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

The name and address of the incorporator is:

Name:
Barry Mitchell

Address:
2153 Lochmoor Circle
N. Ft. Myers, FL 33903

The undersigned incorporator has executed these Articles of Incorporation this
14th day of *May, 2001*



Barry Mitchell *5-14-01*

ARTICLE SIX

The effective date of incorporation shall be *May-14, 2001*

ARTICLE SEVEN

The purpose for which the corporation is organized is the transaction of any or all-lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE EIGHT

The period of its duration is perpetual.

ARTICLE NINE

The number of directors constituting the initial board of directors is ONE, and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name:

Address:

Barry Mitchell

2153 Lochmoor Circle
N. Ft. Myers, FL 33903

ARTICLE TEN

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE ELEVEN

The powers of the incorporator in Article Five of these Articles of Incorporation cease upon the filing of these Articles of Incorporation.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 POOL DESIGN SERVICES, INC.
2. The names and address of the registered agent and office is:

Barry Mitchell
2153 Lochmoor Circle
N. Ft. Myers, FL 33903

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*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.*


Barry Mitchell

May 14, 2001