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June 15, 2001

Florida Secretary of State
Division of Corporation
Certification Section
409 East Gaines Street
Tallahassee, FL 32301

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-06/18/01--01096--013
*****78.75 *****78.75

Re: All Swimm Pools, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the captioned matter, with our check in the amount of \$78.75 representing:

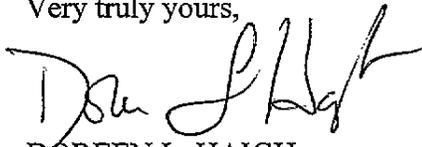
Filing Fee
Registered Agent Fee
Certified Copy

Please file these Articles and return the certified copy to us as soon as possible.

Please call if you have any questions.

Thanking you in advance, I am

Very truly yours,



DOREEN L. HAIGH
Legal Assistant

Enclosures (as stated above)

FILED
01 JUN 18 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch JUN 19 2001

ARTICLES OF INCORPORATION

OF

All Swimm Pools, Inc.

01 JUN 18 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned Incorporator(s), competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

Article I - Name

The name of the Corporation shall be **All Swimm Pools, Inc.**

Article II - Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

Article III - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **7,500 shares of common stock** having a nominal or par value of **\$1.00 per share**. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

Article IV - Initial Capital

The Corporation will commence business with not less than \$500.00 of its capital stock fully paid in and issued.

Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

Article VI - Address

The principal office of the Corporation shall be **115 Norwood Road, Jupiter, FL 33469**. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

Article VII - Director(s)

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

Article VIII - Initial Director(s)

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

Jeremiah Wright **115 Norwood Road, Jupiter, FL 33469**

Article IX - Incorporator(s)

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

Jeremiah Wright **115 Norwood Road, FL 33469**

Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is **115 Norwood Road, Jupiter, FL 33469** and the name of the initial registered agent of this Corporation at that address is **Jeremiah Wright**.

Article XI - Amendment

The Corporation, by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose, reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XIII - Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, I/we, the undersigned Incorporator(s), have hereunto set my/our hand(s) and seal(s) this 11 day of June, 2001, for the purpose of forming this Corporation under the laws of the State of Florida and I/we hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


Jeremiah Wright

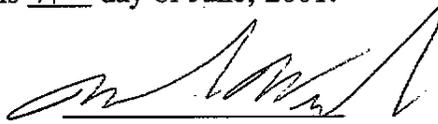
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **Jeremiah Wright**, to me well known to be the person(s) described in and who executed the foregoing instrument or who produced Florida Driver License W 623 43068336 as identification and he/she/they acknowledged before me that he/she/they executed the same for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 11 day of June, 2001.

 Michael Welsh
My Commission CC847423
Expires June 17, 2003


NOTARY PUBLIC

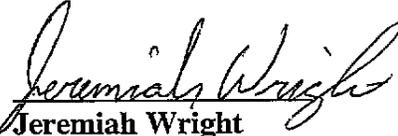
**Certificate Designating Place of Business or
Domicile for the Service of Process within this State,
Naming Agent upon Whom Process May Be Served**

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

That **All Swimm Pools, Inc.** desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the Town of Jupiter, County of Palm Beach, State of Florida, and has named **Jeremiah Wright** located at **115 Norwood Road, FL 33469** is its agent to accept service of process within this State.

Acknowledgment by Designated Agent

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.


Jeremiah Wright

FILED
01 JUN 18 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA