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July 20, 2001
VIA OVERNIGHT DELIVERY

Florida Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: TROPICAL POOLS & SPAS OF THE SUNCOAST, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for TROPICAL POOLS & SPAS OF THE SUNCOAST, INC., and a check in the amount of \$78.75 payable to The Florida Department of State for the following:

Filing Fee for Articles of Incorporation, F.S.	\$35.00
Filing Fee for Resident Agent F.S.	\$35.00
Certificate of Good Standing	8.75
TOTAL:	\$78.75

Please return a copy of the Articles of Incorporation and the original Certificate of Good Standing to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,


Stephen F. Voigt, Sr.

SFVsr/mmz
Enclosures

Signed in
Mr. Voigt's Absence
to Avoid Delay

T. Burch

JUL 25 2001

FILED
01 JUL 23 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
TROPICAL POOLS & SPAS OF THE SUNCOAST, INC.**

FILED
01 JUL 23 PM 12:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is TROPICAL POOLS & SPAS OF THE SUNCOAST, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 586 LYONS LANE , LONGBOAT KEY, FL 34228.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered agent of office of the registered agent of this corporation is ROBERT A. KIRK, JR., whose address is 586 LYONS LANE, LONGBOAT KEY, FL 34228.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in

person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

ROBERT A. KIRK, JR.
586 LYONS LANE
LONGBOAT KEY, FL 34228

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

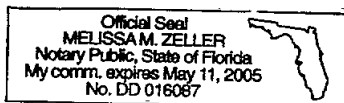
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of July, 2001.

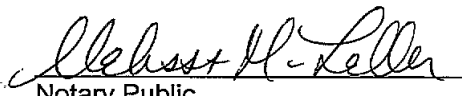

ROBERT A. KIRK, JR.

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 20th day of July, 2001 by **ROBERT A. KIRK, JR.**, who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES:




Notary Public
Melissa M. Zeller
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

BY: 
ROBERT A. KIRK, JR.