

**Electronic Articles of Incorporation
For**

**P01000074972
FILED
July 11, 2001
Sec. Of State**

FRANKLIN POOLS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

FRANKLIN POOLS, INC.

Article II

The principal place of business address:

109 FLAMINGO DRIVE
SANTA ROSA BEACH, FL. 32459

The mailing address of the corporation is:

109 FLAMINGO DRIVE
SANTA ROSA BEACH, FL. 32459

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

PAUL LYDOLPH III
4942 HWY 98
SUITE 5
SANTA ROSA BEACH, FL. 32459

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: PAUL LYDOLPH, III

Article VI

The name and address of the incorporator is:

JOHN FRANKLIN
109 FLAMINGO DRIVE
SANTA ROSA BEACH, FL 32459

Incorporator Signature: JOHN FRANKLIN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
JOHN FRANKLIN
109 FLAMINGO DRIVE
SANTA ROSA BEACH, FL. 32459

Title: D
TOM DIAMOND
109 FLAMINGO DRIVE
SANTA ROSA BEACH, FL. 32459