

QUICK REPLY LETTER

PO1000074980

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TO

Fla. Dept. of State
Division of Corporations
Tallahassee, Fl.

SUBJECT

new Fl. corporation
Tropical Pools of the
Keys, Inc.

MESSAGE

DATE 7/24/01

Dear Sir/madame, Enclosed are the above
Articles of Incorporation in duplicate along with
a check in amount of \$78.25 for costs. Please
file the articles and return proof of same.

Call if you have questions. Thank you,

SIGNED

REPLY

Sam J. Nuccio

DATE

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-07/27/01-01083-002

*****78.75 *****78.75

SIGNED

QUILL FORM 700-45332 • DISTRIBUTED BY QUILL CORPORATION • 100 S. SCHULTZ ROAD • LINCOLNSHIRE, ILLINOIS 60069

INSTRUCTIONS TO RECEIVER:

1. WRITE REPLY. 2. DETACH STUB. KEEP WHITE COPY. RETURN PINK COPY TO SENDER.

INSTRUCTIONS TO SENDER:

1. KEEP YELLOW COPY. 2. SEND WHITE AND PINK COPIES WITH CARBON INTACT.

FILED

2001 JUL 27 AM 10:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/31/01

ARTICLES OF INCORPORATION
OF

Tropical Pools of the Keys, Inc.
ARTICLES I - NAME

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of the corporation shall be Tropical Pools of the Keys, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence upon filing hereof.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of selling, installing and maintaining swimming pools and health spas and for all other business activities as permitted under local, state, and federal law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares at \$5.00 par value of common stock.

ARTICLE V - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 5885 Overseas Hwy, Marathon, FL 33050 and the Registered Agent will be Robert Jachelski.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws. The name and addresses of the initial Directors are Robert Jachelski, 24643 Park Dr., Summerland Key, FL 33042 and Mark Jachelski, 24643 Park Dr., Summerland Key, FL 33042

ARTICLE VIII - INCORPORATIONS

The name and addresses of the Incorporators are Robert Jachelski and Mark Jachelski both of 24643 Park Dr. Summerland Key, FL 33042

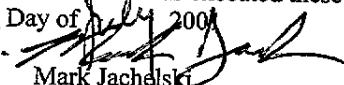
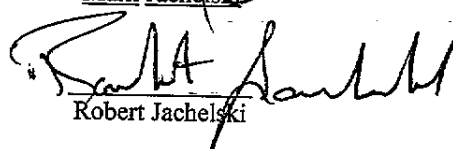
ARTICLE IX - OFFICERS

The name and addresses of the initial officers of this corporation are Robert Jachelski, President and Secretary and Mark Jachelski, Vice President and Treasurer, both of 24643 Park Dr., Summerland Key, FL 33042.

ARTICLE X - SUBCHAPTER S

This corporation shall be a Subchapter S, "Small Business Corporation," as that term is described by Section 1371 of the Internal Revenue Code and said corporation shall have no more than 35 shareholders, not have a shareholder who is not an individual, nor have a shareholder who is a non-resident alien, nor shall there be more than one (1) class of stock.

In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this

23rd Day of July 2001

Mark Jachelski

Robert Jachelski

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County aforesaid, personally appeared Robert Jachelski and Mark Jachelski known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 23rd day of July 2001


Notary Public

My commission expires:



Howard L. Merkel
Commission # DD 021591
Expires June 3, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

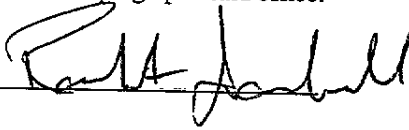
In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: that Tropical Pools of the Keys, Inc. desiring to organize under the laws of the State of Florida, with its principal office indicated in the Articles of Incorporation at 5885 Overseas Hwy, Marathon, Monroe County, State of Florida has named Robert Jachelski as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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.

By: _____



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SECRETARY OF STATE
TALLAHASSEE FLORIDA