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August 6, 2001

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

Re: **Holly Kusek, Inc.**

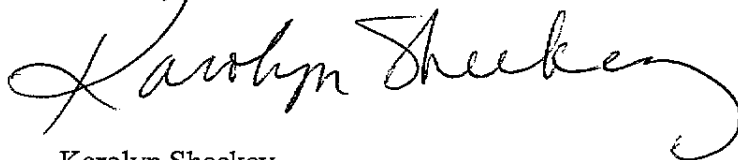
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*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning Holly Kusek, Inc., together with our firm's check in the amount of \$78.75 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,



Karolyn Sheekey
Secretary

encl.

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2001 AUG - 8 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/13/01

ARTICLES OF INCORPORATION

of

HOLLY KUSEK, INC.

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2001 AUG -8 PM 1:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

HOLLY KUSEK, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate a pool construction business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 35 Prince Anthony Lane, Palm Coast, FL 32164. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Name

Address

Holly Joy Kusek

35 Prince Anthony Lane
Palm Coast, FL 32164

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Holly Joy Kusek	35 Prince Anthony Lane Palm Coast, FL 32164	100	\$ 100.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Michael D. Chiumento, III, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.

Holly Joy Kusek
HOLLY JOY KUSEK

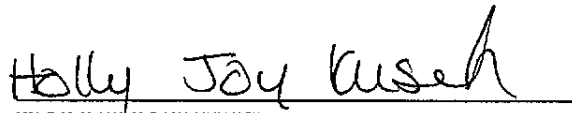
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

2001 AUG -8 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THAT HOLLY KUSEK, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 35 PRINCE ANTHONY LANE, PALM COAST, FL 32164, HAS NAMED
MICHAEL D. CHIUMENTO, III, ESQUIRE, 4 OLD KINGS ROAD NORTH, SUITE B, STATE
OF FLORIDA, 32137 AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.


HOLLY JOY KUSEK
DATE: Aug. 1, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


MICHAEL D. CHIUMENTO, III
REGISTERED AGENT
DATE: 8/1, 2001