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EFFECTIVE DATE
8-10-01

FILED

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

BUSH & DONLON, P.A.

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George W. Bush, Jr.
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Robert M. Donlon
donlon@bellsouth.net

August 10, 2001

VIA - FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-08/13/01--01109--012
*****78.75 *****78.75

Re: Scott Michael, Inc.
Our File No.: 1368-00

Dear Sir/Madam:

I have enclosed herewith the Articles of Incorporation of Hospitality Fabricators, Inc. I have also enclosed a check in the amount of \$78.75 for the filing fee.

I direct your attention to the last article, Article XII, wherein it states that the **effective date shall be August 10, 2001.**

Please file these articles accordingly and return a certified copy in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Robert M Donlon (dtd)

ROBERT M. DONLON

RMD:dta
Enclosures

D. BROWN AUG 15 2001

ARTICLES OF INCORPORATION
OF
SCOTT MICHAEL, INC.

EFFECTIVE DATE
18-10-01 FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

SCOTT MICHAEL, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be:

164 Sandpiper Avenue
Royal Palm Beach, Florida 33411-2918

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) Cleaning, repair and maintenance of pools and pool systems; and

(2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This Corporation shall be authorized to have outstanding at any time a maximum of 100 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the Corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The Corporation, if it elects, or its shareholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within sixty (60) days of the Corporation's receipt thereof. Upon failure of the Corporation or its stockholders to exercise such rights within such sixty

(60) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

ARTICLE VI

REQUIRED CAPITAL

This Corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE VII

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws of the Corporation.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

Scott McHale

164 Sandpiper Avenue
Royal Palm Beach, Florida 33411-2918

Lori McHale

164 Sandpiper Avenue
Royal Palm Beach, Florida 33411-2918

Christena Perry

164 Sandpiper Avenue
Royal Palm Beach, Florida 33411-2918

ARTICLE IX

DESIGNATION OF REGISTERED OFFICE AND AGENT

That, **SCOTT MICHAEL, INC.**, desiring to organize under the laws of the State of Florida, has designated its initial registered office as 4440 PGA Boulevard, Suite 307, Palm Beach Gardens, Palm Beach County, Florida 33410 and has named **ROBERT M. DONLON** as its initial Registered Agent who is located at such address.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are as follows:

NAME

ROBERT M. DONLON

ADDRESS

4440 PGA Boulevard, Suite 307
Palm Beach Gardens, Florida 33410

ARTICLE XI

SCOPE OF ARTICLES


The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

ARTICLE XII

EFFECTIVE DATE OF ARTICLES

The Articles of Incorporation shall be effective as of August 10, 2001, in accordance with Florida Statute §607.0203.

WITNESS my hand and seal this 10th day of August, 2001.




Robert M. Donlon

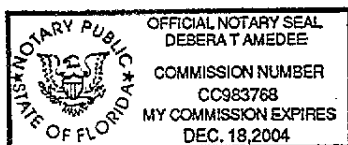
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Robert M. Donlon, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach Gardens, in said County and State, this 10th day of August, 2001.



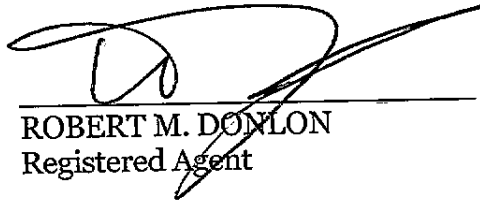
Notary Public, State of Florida
My commission expires: Dec. 18, 2004



FILED
01 AUG 13 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for **SCOTT MICHAEL, INC.**, at the place designated in ARTICLE IX of these Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.


ROBERT M. DONLON
Registered Agent