

P91880089507

September 5, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: K3JS VENTURES, INC.

000004578590--4
-09/10/01--01107--007
*****122.50 *****78.75

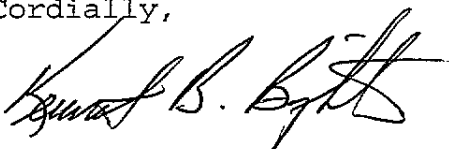
Dear Sirs:

Enclosed are the Articles of Incorporation (one original and one copy) as well as a check in the amount of \$122.50. If you need any additional information please call Bob Mahoney at 954-784-7776.

Please return to:

Robert F. Mahoney, P.A.
3801 North Federal Highway
Pompano Beach, Florida, 33064

Cordially,



Kenneth B. Brighton
President

FILED
01 SEP 10 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-12-01
KBC

ARTICLES OF INCORPORATION

OF

K3JS VENTURES, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is K3JS Ventures, Inc.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is primarily detecting and repairing pool and spa leaks and, as such to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and initial registered office shall be, are Kenneth B. Brighton, 237 Goolsby Boulevard, Deerfield Beach, Florida 33442.

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one, nor more than nine (9).

ARTICLE VII - INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are Kenneth B. Brighton, 237 Goolsby Boulevard, Deerfield Beach, Florida 33442, and Katherine G. Brighton, 237 Goolsby Boulevard, Deerfield Beach, Florida 33442.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII - CORPORATE ADDRESS

The corporate address of the corporation shall be 237 Goolsby Boulevard, Deerfield Beach, Florida 33442.

ARTICLE IX - INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are: Kenneth B. Brighton, 237 Goolsby Boulevard, Deerfield Beach, Florida 33442, and Katherine G. Brighton, 237 Goolsby Boulevard, Deerfield Beach, Florida 33442.

FILED
01 SEP 10 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite his name:

Kenneth B. Brighton	100 shares
Katherine G. Brighton	100 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to remaining shareholders, if any, or this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XIV - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulative his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XV - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

ARTICLE XVI - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by the By-laws or law.

ARTICLE XVII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

The shareholders may by vote of 100% of the shareholders at a duly called shareholders meeting, may elect that all corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation rather than by the Board of Directors. Once that election is made by 100% of the shareholders, any act authorized by 51% of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be an act of the shareholders.

ARTICLES XVIII - DIRECTOR QUORUM AND VOTING

Two-thirds (2/3rds) of the total directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the manner to be voted upon, the affirmative vote of two-thirds (2/3rds) of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each director.

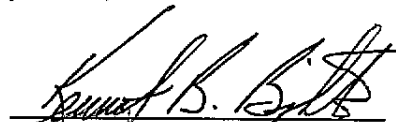
ARTICLE XX - INDEMNIFICATION

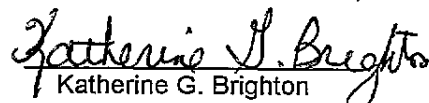
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XXI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation this 26th day of July 2001.


Kenneth B. Brighton


Katherine G. Brighton

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

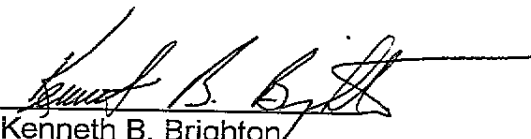
The name of the corporation is **K3JS VENTURES, INC.**

The name and address of the registered agent and office is:

Kenneth B. Brighton
237 Goolsby Boulevard, Deerfield Beach, Florida 33442.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Kenneth B. Brighton

DATE: 26 July 2001

FILED
01 SEP 10 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA