

PO1000 11503
GREENBERG
ATTORNEYS AT LAW
TRAURIG

November 15, 2001

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-11/19/01--01053--024
*****78.75 *****78.75

Re: Articles of Incorporation for All-Pro Pools of Central Florida, Inc.

To the Florida Department of State:

Enclosed please find one manually executed and one photo copy of the articles of incorporation for the above referenced entity. Also, enclosed please find a check in the amount of \$78.75 to cover the cost of the filing fees, registered agent and certified copy. Please submit the articles for filing and return a certified copy to:

Joseph J. JeBailey, Esq.
Greenberg Traurig, P.A.
450 South Orange Avenue - Suite 650
Orlando, Florida 32801

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2422.

Very truly yours,

GREENBERG TRAURIG, P.A.

Joseph J. JeBailey, Esq.

Encls.

FILED
01 NOV 19 PM 4:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
ALL-PRO POOLS OF CENTRAL FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is: **All-Pro Pools of Central Florida, Inc.**

ARTICLE II - PURPOSE

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation is 2936 Maple Grove Place, Oviedo, Florida 32765. The initial mailing address of the corporation is 2936 Maple Grove Place, Oviedo, Florida 32765.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share. All such shares shall be of a single class, designated as common.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 2936 Maple Grove Place, Oviedo, Florida 32765, and the initial registered agent of the corporation at that address is Robert M. Spitulski.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Joseph J. JeBailey

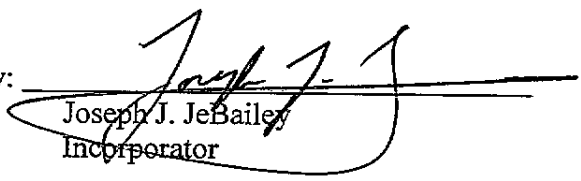
450 North Orange Avenue, Suite 650
Orlando, Florida 32801

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 15th day of November, 2001.

By: _____


Joseph J. JeBailey
Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

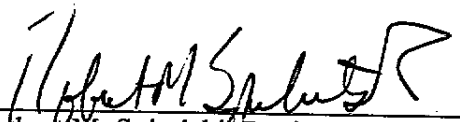
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **All-Pro Pools of Central Florida, Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2936 Maple Grove Place, Oviedo, Florida 32765, has named **Robert M. Spitulski** as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

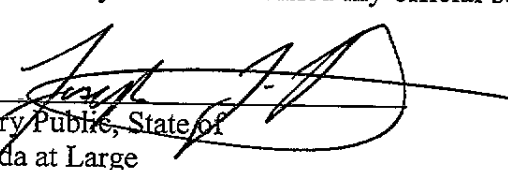
Date: November 15, 2001


Robert M. Spitulski, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE


I HEREBY CERTIFY that on this 15th day of November, 2001, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT M. SPITULSKI, to me well known and known to me to be the individual described in or who has produced as identification _____ and who executed the foregoing instrument as Registered Agent of **All-Pro Pools of Central Florida, Inc.**, and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.


Notary Public, State of
Florida at Large

Print Name: Joseph J. JeBailey
My commission Expires:

3-29-2004

 Joseph J. JeBailey
My Commission CC923302
Expires March 29, 2004

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TALLAHASSEE FLORIDA