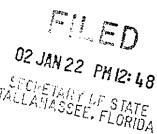
TRANSMITTAL LETTER



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

000004788150--3 -01/22/02--01059--006 *****78.75 *****78.75

SUBJECT: SUN & FUN POOLS INC

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

____ \$70.00 Filing Fee \$78.75 Filing Fee & Certificate X \$78.75
Filing Fee &
Certified Copy

____\$131.25
Filing Fee,
Certified Copy &

Certificate

FROM:

NICOLE PRIDGEN

306 SE INES AVE

PORT ST LUCIE, FLA. 34984

NOTE: Please provide the original and one copy of the articles.

OR 1/28

ARTICLES OF INCORPORATION

02 JAN 22 PM 12: 48
TALLAHASSEE, FLORIE

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SUN & FUN POOLS INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 306 SE INES AVE PORT ST LUCIE, FLA. 34984

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

NICOLE PRIDGEN 306 SE INES AVE PORT ST LUCIE, FLA. 34984

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

NICOLE PRIDGEN 306 SE INES PORT ST LUCIE, FLA. 34984

JAMES PRIDGEN 306 SE INES PORT ST LUCIE, FLA. 34984

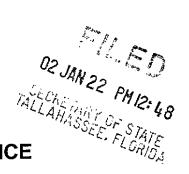
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

Signature

Signature

Articles of Incorporation Filing Fee - \$35

CERTIFICATE OF DESIGNATION OF



REGISTERD AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The Name of the corporation is:	
	SUN & FUN POOLS INC	

2. The Name and address of the registered agent and office is:

NICOLE PRIDGEN

306 SE INES
PORT ST LUCIE, FLA. 34984

Daytime Phone #: 561-336-4814

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)

____/_ (Date)