

PO2000023504

Clementine Saccareccia
P O Box 1908
Palatka, Florida 32178-1908
386-325-4444

February 13, 2002

Florida Dept of State
Division of Corporations
P O Box 6327
Tallahassee, Fl 32314

100004949961--8
-02/18/02--01079--018
*****78.75 *****78.75

Dear Sir:

Enclosed is the original and one copy for K O Pools, Inc. and a check for \$78.75 for the filing fee and certified copy.

Please return copy to:

C. Saccareccia
P O Box 1908
Palatka, Fl 32178-1908

Thank you,

C. Saccareccia

C. Saccareccia

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -4 PM 12: 01

3-4-02
5000
WC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 21, 2002

CLEMENTINE SACCARECCIA
P. O. BOX 1908
PALATKA, FL 32178-1908

SUBJECT: K O POOLS, INC.
Ref. Number: W02000005098

We have received your document for K O POOLS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 802A00010748

Page 1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -4 PM 12:01

ARTICLES OF INCORPORATION

OF

Sully's K O POOLS, INC.

WE, THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, DO HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION IS *Sully's* K O POOLS, INC.

ARTICLE II. DURATION OF THE CORPORATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III. NATURE OF BUSINESS

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS INITIALLY ORGANIZED SHALL CONSIST OF THE TRANSACTIONS OF ANY OR ALL LAWFUL BUSINESS FOR WHICH BUSINESSES MAY BE INCORPORATED UNDER AND PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE IV. CAPITAL STOCK

THE CORPORATION SHALL BE AUTHORIZED TO ISSUE COMMON STOCK, OF A SINGLE CLASS, OF A TOTAL OF NOT MORE THAN ONE HUNDRED (100) SHARES, HAVING PAR VALUE OF \$5.00 PER SHARE.

ARTICLE V. ADDRESS OF REGISTERED OFFICE

THE REGISTERED ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS 109 FLORIDA AVENUE, PALATKA, FL 32177-4233 AND THE NAME OF IT'S INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS TIMOTHY SULLIVAN. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME REMOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS IT'S REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN ONE (1) PERSONS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN ONE (1). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUCTED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF IT'S MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BYLAWS MAY PROVIDE.

PAGE 3

THE NAMES AND ADDRESSES OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE BOARD OF DIRECTORS IS AS FOLLOWS:

TIMOTHY SULLIVAN, 109 FLORIDA AVENUE, PALATKA, FL 32177-4233

ARTICLE VII. INCORPORATORS

THE PERSON(S) WHO HAVE SIGNED AND DELIVERED OR REQUESTED TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, STATE OF FLORIDA, IS THE INCORPORATOR OF THIS CORPORATION, WHOSE NAME(S) AND ADDRESSE(S) ARE AS FOLLOWS:

TIMOTHY SULLIVAN, 109 FLORIDA AVENUE, PALATKA, FL 32177-4233

ARTICLE VIII. DESIGNATION OF REGISTERED AGENT

THERE IS APPENDED TO THESE ARTICLES A CERTIFICATE DESIGNATING A RESIDENT AGENT AND ADDRESS AND PHYSICAL LOCATION OF THE OFFICE, PLACE OF BUSINESS OR LOCATION FOR THE SERVICE OF PROCESS UPON THIS CORPORATION WITHIN THIS STATE. THAT CERTIFICATE IS MARKED "EXHIBIT A" AND IS BY THIS REFERENCE MADE PART OF THESE ARTICLES.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE ARTICLES HAS SIGNED THESE ARTICLES OF INCORPORATION.

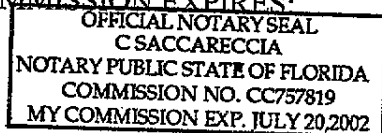

TIMOTHY SULLIVAN

STATE OF FLORIDA
COUNTY OF Putnam

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED TIMOTHY SULLIVAN KNOWN TO ME TO BE THE PERSONS DESCRIBED AS INCORPORATOR IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGE BEFORE ME THAT THEY SUBSCRIBED THE SAID ARTICLES OR INCORPORATION. WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID.

THIS 02 DAY OF January, 2002.


MY COMMISSION EXPIRES:



PAGE 5

SULLY'S K O POOLS, INC.

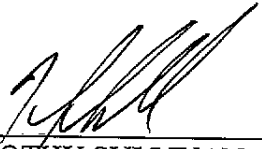
EXHIBIT A

DESIGNATION OF

REGISTERED AGENT

THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE TIMOTHY SULLIVAN, AN INDIVIDUAL, RESIDENT OF THE STATE OF FLORIDA, AS ITS REGISTERED AGENT WITHIN THE MEANING OF THE FLORIDA GENERAL CORPORATION ACT, AND FURTHER DESIGNATES 109 FLORIDA AVENUE, PALATKA, FLORIDA 32177-4233 AS ITS REGISTERED OFFICE.

BY


TIMOTHY SULLIVAN

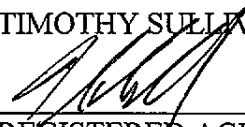
REGISTERED AGENT

PAGE 6

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED HAS BE APPOINTED AS REGISTERED AGENT OF K O
POOLS, INC. AND DOES ACCEPT THAT APPOINTMENT AND AGREES TO ACT
AS SUCH.

TIMOTHY SULLIVAN


REGISTERED AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -4 PM 12:02