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TRANSMITTAL LETTER

March 5, 2002

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

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*****78.75*****78.75
FILED
MAR 18 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Veranda Pools, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 for the corporate filing fee and certificate.

From: Joel A. Shor, CPA
3164 St. Annes Place
Boca Raton, FL 33496
561-994-3315

JS/22

ARTICLES OF INCORPORATION

OF

VERANDA POOLS, INC.

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Pursuant to the provisions of Section 607.194 of the Florida General Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its' Board of Directors, hereby adopts the following articles of incorporation.

ARTICLE 1- NAME AND MAILING ADDRESS

The name of this corporation is Veranda Pools, Inc. The mailing address is: Marlin Hershey, 3164 St. Annes Place, Boca Raton, FL, 33496.

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

ARTICLE 3- PURPOSE

This corporation is organized for the following purpose: Sales and Marketing and any or all-lawful business.

ARTICLE 4- CAPITAL STOCK

This corporation is authorized to issue 5000 shares of one dollar (\$ 1.00) par value common stock which shall be designated "Common Shares".

ARTICLE 5- INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of this corporation is 3164 St. Annes Place, Boca Raton, FL 33496, and the initial registered agent of this corporation at that address is Marlin Hershey.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and mailing address of the initial director of this corporation is: Marlin Hershey, 3164 St. Annes Place, Boca Raton, FL 33496.

ARTICLE 7 - INCORPORATOR

The name and mailing address of the person signing these articles is: Marlin Hershey, 3164 St. Annes Place, Boca Raton, FL 33496.

ARTICLE 8 - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their name:

Marlin Hershey	100 shares
Kenneth Wrench	100 shares
Ronald Talbott	= 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 the remaining shareholders or to 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. All unissued shares of stock must be granted with unanimous approval of the board of directors prior to their issuance, if at all.

ARTICLE 9- BYLAWS

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

ARTICLE 10- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation act.

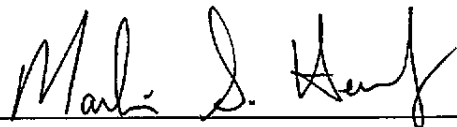
ARTICLE 11- INDEMNIFICATION

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

ARTICLE 12- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these articles of incorporation this 11th day of March, 2002.



Marlin Hershey



Witness

ACCEPTANCE OF REGISTERED AGENT

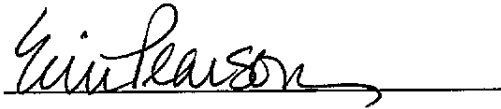
OF

VERANDA POOLS, INC.

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Marlin Hershey



Witness

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