

MARCHENA & GRAHAM, P.A.

ATTORNEYS AT LAW

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PO20000034512

March 22, 2002

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing

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*****78.75 *****78.75

Dear Sir or Madam:

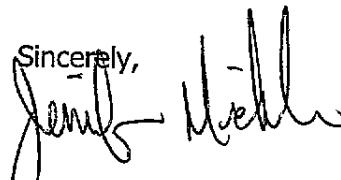
Please find enclosed the following documents pursuant to the incorporation of Bay Water Pools & Spas, Inc.;

1. The Articles of Incorporation of Bay Water Pools & Spas, Inc.;
2. A check in the amount of \$78.75 to cover the following items: (a) \$35.00 for filing fee; (b) \$8.75 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for Designating Registered Agent; and
3. A Copy of executed Articles of Incorporation to be certified and returned.

Please note that the Articles of Incorporation call for corporate existence to commence on the date the articles are subscribed. Your assistance in filing the Articles in order to comply with the provisions of Florida Statutes, Section 607.0203 will be appreciated.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to call me.

Sincerely,


Yovannie Rodriguez-Smith

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 3/29

ARTICLES OF INCORPORATION
OF
BAY WATER POOLS & SPAS, INC.

The undersigned incorporators, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

Bay Water Pools & Spas, Inc.

ARTICLE II - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100.

ARTICLE IV - Term of Existence

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the Office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office, of this corporation is:

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TALLAHASSEE, FLORIDA

5929 Mimosa Drive, Orlando, FL 32807

and the name of the initial registered agent of this corporation at that address is:

Paul Fleming

The principal office and mailing address of this corporation is:

5929 Mimosa Drive, Orlando, FL 32807

ARTICLE VI - Directors

- A. The initial number of directors of this corporation shall be 2.
- B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Paul D. Fleming	5929 Mimosa Drive, Orlando, FL 32807
Frances P. Fleming	5929 Mimosa Drive, Orlando, FL 32807

- F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles are:

Name

Address

Paul D. Fleming

5929 Mimosa Drive, Orlando, FL 32807

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE IX - Amendment to Articles

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 shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

ARTICLE XI - Preemptive Rights

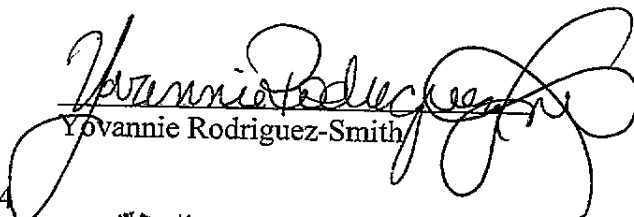
Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation this 21st day of March, 2002.



PAUL D. FLEMING

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of March, 2002, by Paul D. Fleming who is personally known to me or who has produced their FL Drivers License as identification and who did take an oath.

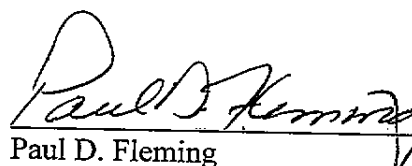

Yovannie Rodriguez-Smith

My Commission Expires: April 30, 2004

 Yovannie Rodriguez-Smith
My Commission CC932204
Expires April 30, 2004

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of Bay Water Pools & Spas, Inc.


Paul D. Fleming

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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