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March 21, 2002

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*****122.50 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

In re: INCORPORATION OF BUILDING DREAMS POOL & SPA, INC.

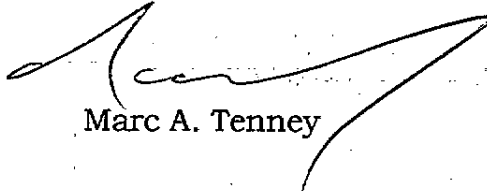
Dear Sir:

Enclosed please find original and one copy of ARTICLES OF INCORPORATION and CERTIFICATE OF ACCEPTANCE OF RESIDENT AGENT, along with a check in the amount of \$122.50 for the appropriate filing fee regarding the above styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the ARTICLES OF INCORPORATION to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Marc A. Tenney

MAT/pmf
Enclosures

Cc: Joe A. Diamond
Dan Gandee

FILED
02 MAR 25 PM 12:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE MAR 29 2002

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ARTICLES OF INCORPORATION

OF

BUILDING DREAMS POOL & SPA, INC.

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is **BUILDING DREAMS POOL & SPA, INC.**

ARTICLE TWO: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 205 S. Ebb Way, Inverness, FL 34450 and the name of the initial registered agent at such address is JOE A. DIAMOND.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE SIX: DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than a Board of Directors.

ARTICLE SEVEN: INCORPORATOR

The name and address of the incorporator(s) are:

NAME

ADDRESS

JOE A. DIAMOND

3290 W. Parkville
Locanto FL 34461

DAN GANDEE

205 S. Ebb Way
Inverness FL 34450

IN WITNESS WHEREOF, I have hereunto subscribed my name this

21 day of MARCH 2002.


JOE A. DIAMOND, Incorporator


DAN GANDEE, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 21st day of March, 2002, before me, personally appeared JOE A. DIAMOND and DAN GANDEE, who have provided personally known for identification OR are personally known to me, and have acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date mentioned above.


NOTARY PUBLIC



Priscilla M. Foley
MY COMMISSION # CC786128 EXPIRES
December 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate Designating Place of Business of Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Florida Statutes regarding incorporation:

BUILDING DREAMS POOL & SPA, INC., a Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 205 S. Ebb Way, Inverness, FL 34450 has named JOE A. DIAMOND as its agent to accept service of process within this State.

OFFICERS:

JOE A. DIAMOND

President
3290 W. Parkville
Locanto FL 34461


DAN GANDEE

Vice President/Treasurer
205 So. Ebb Way
Inverness FL 34450

DIRECTORS:

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.


JOE A. DIAMOND, Incorporator


DAN GANDEE, Incorporator

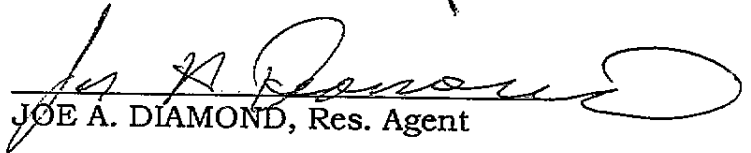
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TALLAHASSEE FLORIDA

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process, to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


JOE A. DIAMOND, Res. Agent