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STADLER & HARRIS, P.A.

Richard E. Stadler
John M. Harris
Elizabeth Siano Harris
Of Counsel

FILED
APR 22 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 19, 2002

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32304

100005312801--2
-04/22/02--01046--017
*****78.75 *****78.75

Re: Articles of Incorporation
CONRAD'S POOL SUPPLY, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for CONRAD'S POOL SUPPLY, INC.. In addition, my check in the amount of \$78.75 is enclosed to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	35.00
Total	\$ 78.75

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed envelope.

I thank you in advance for your prompt assistance.

Very truly yours,

Richard E. Stadler

TITUSVILLE
1820 Garden Street
Titusville, Florida 32796
Ph. 321-264-8800

Fax 321-264-0010
E-Mail stadlerharris@cs.com

VIERA
By Appointment Only
Ph. 321-751-8946

Handwritten initials and date:
KLD
4/25/02

ARTICLES OF INCORPORATION
OF
CONRAD'S POOL SUPPLY, INC.

02 APR 22 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned hereby subscribe to these Articles of Incorporation and execute same for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be CONRAD'S POOL SUPPLY, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation is 3413 S. Hopkins Avenue, Titusville, FL 32780. The mailing address for the corporation is the same.

ARTICLE IV - PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE VI - INITIAL DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors is as follows:

JOHN A. CONRAD

975 Alabama Street
Titusville, FL 32796

ARTICLE VII - INCORPORATORS

The name and address of the initial incorporators of this corporation is as follows:

JOHN A. CONRAD 975 Alabama Street
Titusville, FL 32796

ARTICLE VIII - REGISTERED AGENT

The name and street address of the initial registered and office of this corporation is as follows:

JOHN A. CONRAD 975 Alabama Street
Titusville, FL 32796

ARTICLE IX - INDEMNIFICATION

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


ARTICLE X - BY-LAWS

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

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

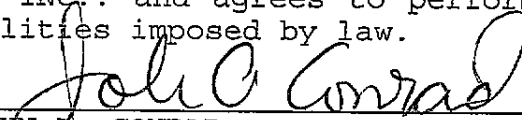
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of April, 2002.



JOHN A. CONRAD

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent for CONRAD'S POOL SUPPLY, INC. and agrees to perform all duties and accept all responsibilities imposed by law.



JOHN A. CONRAD

02 APR 22 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared JOHN A. CONRAD, who is personally known to me or who produced his driver's license for identification, and who took an oath and executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same, this 19 day of April, 2002.



Richard Eugene Stadler
MY COMMISSION # CC936367 EXPIRES
July 27, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

(S E A L)

Notary Public, State of Florida
Richard E. Stadler
My Commission Expires:

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared JOHN A. CONRAD who was personally known to me or who produced his driver's license for identification, and who took an oath and executed the foregoing Acceptance of Registered Agent and acknowledged before me that he executed the same, this 19 day of April, 2002.



Richard Eugene Stadler
MY COMMISSION # CC936367 EXPIRES
July 27, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

(S E A L)

Notary Public, State of Florida
Richard E. Stadler
My Commission Expires: