

P020000085358

M. J. GALLUP
Accounting and Property Management

235 NE Sixth Avenue Suite D
Delray Beach, FL 33483

Phone 561-272-2617
Fax 561-278-5900

August 1, 2002

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

State of Florida
Division of Corporations-New Filings
P O Box 6327
Tallahassee, FL 32314

Enclosed, please find our check for \$78.75 for incorporating: Roger's
Pools & Spas, Inc.

When completed please return to:

M. J. Gallup Accounting
235 NE 6th Avenue Ste D
Delray Beach, FL 33483

Sincerely,



M.J. Gallup Accounting & Property Management

DJP/dfh
Enclosure

FILED
02 AUG -5 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NT 8-7-02

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**ARTICLES OF INCORPORATION
OF**

Roger's Pools & Spas, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be as follows:

Roger's Pools & Spas, Inc.

Mailing address and principal office of Corporation ::

57114 Aspen Ridge Circle

Delray Beach, Florida, 33484

ARTICLE II

The duration of this corporation shall be perpetual effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE III

The purpose of this corporation is the transaction of lawful activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of 1.00 per share.

All issued stock shall be held of record by not more than twenty five (25) persons. Stock shall be issued and transferable only to natural persons, estates or trusts as described in 26 U.S.C. 1371. No stock shall be issued or transferred to a non-resident alien.

ARTICLE V

The initial registered office of this Corporation shall be 235 N.E. Sixth Ave, Suite D., Delray Beach, Florida, 33483, and the initial registered agent of this Corporation at such office shall be David J. Pugh, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time as provided in the By-laws, but in no case shall the number of directors be less than two. The names and addresses of the initial Board of Directors are as follows:

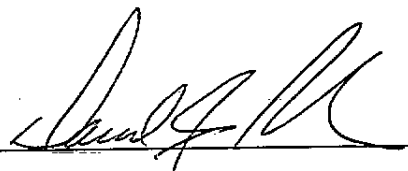
<u>Name</u>	<u>Address</u>
Roger A. Lutz	57114 Aspen Ridge Circle Delray Beach, FL 33484
Gary Steele	1173 SW 18 th Street Boca Raton, FL 33486
Robert Milner	1192 SW 1 st Terrace Deerfield Beach, FL 33441

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

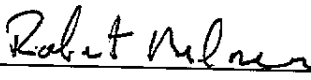
ARTICLE VII ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.037, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of M.J. Gallup Accounting and Property Management, Inc., and agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.325, Florida Statutes.

Date: 8/1/02


David J. Pugh, Registered Agent

The name and street address of the person signing these Articles of Incorporation is:
Robert Milner 1192 SW 1st Terrace
Deerfield Beach, FL 33441


Robert Milner, Vice President

ARTICLE VIII, BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX, AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X, SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Service.