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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Robert Robins

Attorney at Law

P.O. Box 1649

Daytona Beach, Florida 32115

(386) 252-5212

*Supreme Court
Certified Family Law
Mediator*

*1206 So. Ridgewood Avenue
Daytona Beach, FL 32114*

September 25, 2002

Honorable Jim Smith, Secretary of State
Florida Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500008068985--9
-09/27/02--01020--008
*****78.75 *****78.75

Re: Articles of Incorporation
SWIM SMART POOLS, INC.

Dear Madame Secretary:

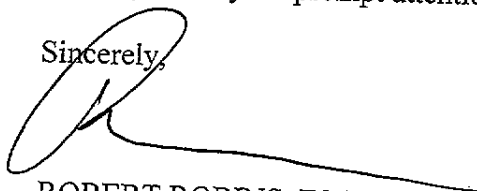
In relation to the above-referenced corporation, enclosed please find an original and one (1) copy of the Articles of Incorporation, accompanied by a check in the amount of \$78.75, which represents the costs associated with filing of same.

Accordingly, please forward the original certification to me, including a copy of the recorded Articles of Incorporation.

If you require any additional information, please do not hesitate to contact me at (904) 252-5212.

Thank you for your prompt attention and response to this matter.

Sincerely,


ROBERT ROBINS, ESQUIRE

RR/rlf
Enclosures

10-1-02
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ARTICLES OF INCORPORATION

OF

SWIM SMART POOLS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, being of full age, do hereby associate for the purpose of becoming a corporation under the provisions of Chapter 607 Florida Statutes, and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - SWIM SMART POOLS, INC.

The name of this corporation shall be SWIM SMART POOLS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to do any and all things hereinafter set out or provided and it shall have and exercise all of the powers conferred by the laws of the State of Florida upon business corporations as fully and to the same extent as natural persons might or could do in all parts of the world, namely: to engage in the business of retail and to do any and all things and acts necessary, convenient, expedient, ancillary, or in the aid to the accomplishment of the foregoing: to engage in any manner of business involving the construction, improvement, sale, lease, mortgage or encumbrance, and investment of pools and spas; the manufacture, sale, barter, pledge, lien, mortgage, or other encumbrance, owing, renting, leasing, receiving and delivery of any and all types, varieties and kinds of personal property, goods, wares and merchandise whether new or used, and the shipping, transporting, warehousing, packing, crating, storing, insuring, bonding, claiming and transferring of the same; to as agent, broker or factor concerning any of the above transactions in real or personal properties; and to do any such act either within the State of Florida or the United States of America; and to do each and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.

The foregoing and following provisions shall be construed as objects and powers in

furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit, or restrict in any manner the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors, or otherwise.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is: One Hundred [100] shares of common stock without nominal or par value.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Thousand [\$1,000.00] Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

ARTICLE VI - ADDRESS

The principle place of business of this corporation shall be at 265 Woodhaven Cir., W., Ormond Beach, Florida 32174, with the mailing address at 265 Woodhaven Cir., W., Ormond Beach, Florida 32174, but it shall have the power to transact business at other places both within and without the State of Florida and throughout the world.

ARTICLE VII - DIRECTORS

This corporation shall not have a Board of Directors. Its business shall be managed by the stockholders of the corporation.

ARTICLE VIII - CORPORATION OFFICERS

The names and street addresses of the President, Secretary-Treasurer, who shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
DONALD BRYANT	President	265 Woodhaven Cir W. Ormond Beach, FL 32174
LORI BRYANT	Secretary/Treasurer	265 Woodhaven Cir W. Ormond Beach, FL 32174

ARTICLE IX - SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>		<u>ADDRESS</u>
DONALD BRYANT	President	265 Woodhaven Cir W. Ormond Beach, FL 32174
LORI BRYANT	Secretary/Treasurer	265 Woodhaven Cir W. Ormond Beach, FL 32174

ARTICLE X - NUMBER OF SHARES SUBSCRIBED TO

The number of shares of stock, which each subscriber agrees to take, is as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
DONALD BRYANT	50
LORI BRYANT	50

ARTICLE XI - AMENDMENT

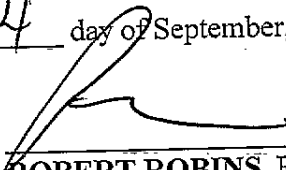
These Articles of Incorporation may be amended in the manner prescribed by law.

ARTICLE XII - RESIDENT AGENT

The Resident Agent for the corporation is ROBERT ROBINS, a resident of Volusia County, Florida, whose business address is 1206 South Ridgewood Avenue, Daytona Beach, Florida 32114, and he will be the attorney for service of process in any suit or action against the said corporation.

ACCEPTANCE: I hereby certify that I am a permanent resident of Volusia County, Florida; my business address is 1206 South Ridgewood Avenue, Daytona Beach, Florida 32114. I hereby accept the foregoing designation as Resident Agent.

DATED at Daytona Beach, Florida, this 24 day of September, 2002.


ROBERT ROBINS, Resident Agent

IN WITNESS WHEREOF, I, the subscriber above named, as the incorporator of **SWIM SMART POOLS, INC.**, have hereunto set my hand and seal this 20 day of September, 2002.


DONALD BRYANT, President

STATE OF FLORIDA
COUNTY OF VOLUSIA

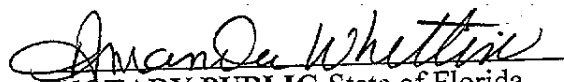
The foregoing instrument was acknowledged before me this 20 day of September, 2002, by **DONALD BRYANT**, President, of **SWIM SMART POOLS, INC.**, a Florida Corporation, on behalf of the corporation. Who is personally known to me or produced identification _____ and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Daytona Beach, Volusia County, Florida, this 20 day of September, 2002.

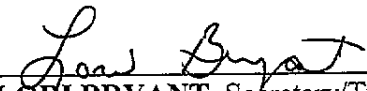
(SEAL)



Amanda Whittin
My Commission CC900732
Expires November 03, 2002


NOTARY PUBLIC-State of Florida
My Commission expires:

IN WITNESS WHEREOF, I, the subscriber above named, as the incorporator of **SWIM SMART POOLS, INC.**, have hereunto set my hand and seal this 24 day of September, 2002.


LORI BRYANT, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF VOLUSIA

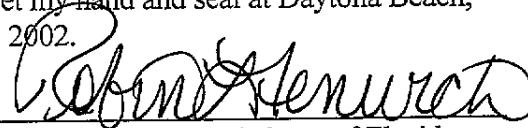
The foregoing instrument was acknowledged before me this 24 day of September, 2002, by **LORI BRYANT**, President, of **SWIM SMART POOLS, INC.**, a Florida Corporation, on behalf of the corporation. Who is personally known to me or produced identification
and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Daytona Beach, Volusia County, Florida, this 24 day of September, 2002.

(SEAL)



Robin L. Fenwick
My Commission CC866632
Expires August 26, 2003


NOTARY PUBLIC-State of Florida
My Commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA