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ARTICLES OF INCORPORATION 02 OCT 30 PH 1:52

OF

SECHE LANGUE STATE TALLAHASSEE, FLORIDA

SPLASHING MERMAID POOLS AND SPAS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit, under the laws of the State of Florida.

ARTICLE I.

The name of this Corporation is SPLASHING MERMAID POOLS AND SPAS, INC.

ARTICLE II. NATURE OF BUSINESS.

The general character, purpose, and nature of the business to be transacted by this Corporation is retail construction and sale of pools and spas, and related business or any other lawful business in the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$100.00.

ARTICLE IV. INITIAL CAPITAL.

The amount of capital with which this corporation shall begin business is \$10,000.00.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this Corporation is to be at 3287 Highway 17, Green Cove Springs, Florida 32043.

ARTICLE VII. RESIDENT AGENT.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SPLASHING MERMAID POOLS AND SPAS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 3287 Highway 17, Green Cove Springs, Florida 32043, has named Carolyn V. Londrico, as its agent to accept service of process within the State. The registered address is 3287 Highway 17, Green Cove Springs, Florida 32043.

ACKNOWLEDGMENT __

Having been named to accept service of process for SPLASHING MERMAID POOLS AND SPAS, INC., at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

RESIDENT AGENT: CAROLYN V. LONDRICO

ARTICLE VIII.

The affairs of the Corporation shall be managed by its officers as approved by the shareholders, rather than a Board of Directors.

ARTICLE IX. OFFICERS.

The initial officers of SPLASHING MERMAID POOLS AND SPAS, INC., who shall serve until their successors are elected are as follows:

Benjamin D. Thompson:

President

Carolyn V. Londrico:

Vice President, Secretary

and Treasurer

ARTICLE X. SUBSCRIBER.

The name and street address of the subscriber to these Articles of Incorporation is Carolyn V. Londrico, 3287 Highway 17, Green Cove Springs, Florida 32043.

ARTICLE XI. EFFECTIVE DATE.

These Articles of Incorporation shall be effective on the date they are acknowledged.

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of the stockholders at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of October, 2002.

arolyn V. Londrico

State of Florida County of Clay

Before me, the undersigned notary public, personally appeared, CAROLYN V. LONDRICO, to me well known to be the individual described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

withess My Hand and SEAL in the county and state above named this 24 day of October, 2002.

NOTAŘY PUBLIC

STATE OF FLORIDA

My Commission Expires:

da H. Knowles

LINDA H. KNOWLES

COMMISSION # DD 053596

EXPIRES: September 22, 2005

Bondad Thru Notary Public Underwriters