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(Requestor's Name)

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(City/State/Zip/Phone #)

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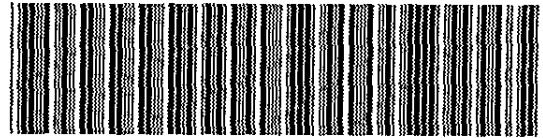
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/28/02--01096--016 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mark

Law Offices
TIMOTHY W. COX, P.A.
Attorney and Counselor at Law

324 Datura Street, Suite 200
West Palm Beach, FL 33401

Telephone: (561) 820-8151
Facsimile: (561) 820-8103

October 25, 2002

Secretary of State
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

Re: R & D Pool Service, Inc.

Gentlemen:

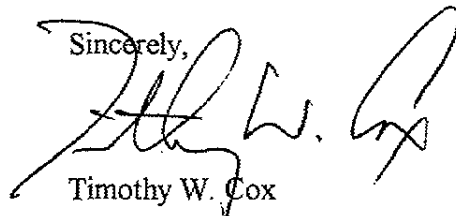
Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Department of State in the amount of \$78.75, in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Filing Fee	<u>\$ 35.00</u>
	\$ 78.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,



Timothy W. Cox

enc: Check
Articles in duplicate



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 29, 2002

TIMOTHY W. COX, P.A.
324 DATURA STREET
SUITE 200
WEST PALM BEACH, FL 33401

SUBJECT: R & D POOL SERVICE, INC.
Ref. Number: W02000031134

We have received your document for R & D POOL SERVICE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 702A00059470

ARTICLES OF INCORPORATION
OF
R & D POOL SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is R & D Pool Service, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing these articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one (\$1.00) dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is David Varenkamp, Jr., 9511 NW 31st Place, Sunrise, FL 33351.

ARTICLE VI-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 9511 NW 31st Place, Sunrise, FL 33351.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Name

Address

David Varenkamp, Jr.

9511 NW 31st Place
Sunrise, FL 33351

ARTICLE VIII - BY-LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles is David Varenkamp, Jr., 9511 NW 31st Place, Sunrise, FL 33351.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

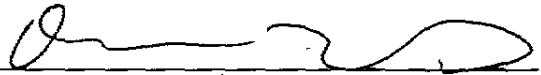
ARTICLE XIII - AFFILIATED TRANSACTIONS

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes.

ARTICLE XIV - CONTROL-SHARE ACQUISITIONS

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of October, 2002.


David Varenkamp, Jr.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 15TH DAY OF OCTOBER, 2002.


DAVID VARENKAMP, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA