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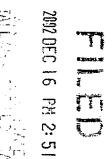
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TRANSMITTAL LETTER

2002 DEC 16 PH 2:51

TALL AHASSEE FLORIDA

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT:	apital Pools , Spa (PROPOSED CORPORATE	S Inc Name-Must includi	E SUFFIX)
Enclosed is an origin	nal and one(1) copy of the artic	les of incorporation and a	check for :
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	S78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED
	William San	FROM: dy Printed or typed)	· · · · · · · · · · · · · · · · · · ·
	21648 Birch St	tate Park War Address	1
	Boca Raton City,	FL 33428 State & Zip	•
	561-479 - Daytime 7	4262 Telephone number	

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED

ARTICLE I

The name of the corporation shall be:

Capital Pools + Spas Inc

2002 DEC 16 PM 2:51

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is: 21648 Birch State Park Way Boca Raton FL 33428

ARTICLE III **PURPOSE**

The purpose for which the corporation is organized is:

Swimming pool construction

ARTICLE IV SHARES

The number of shares of stock is:

1000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

Gany Steele, President 1173 SW 18th Street, BockRaton, FL 33486

William J. Sandy, Vice President

21648 Birch State Park Way, Boca Raton E 33428

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

William J. Sandy

21648 Birch State Park Way, Boca Raton, FL 33428

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

William J. Sandy

2164B Birch State Park Way, Boca Raton, 12 33428

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Signature/Registered Agent

12 Date

12 Dec 02

Signature/Incorporator