

Beth A Culbertson EA
812 Tamiami Trail Suite 1
Port Charlotte FL 33953

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: American Pool Interiors, Inc.

December 20, 2002

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL ARTICLES OF CORPORATION AND A COPY, TOGETHER WITH A CHECK IN THE AMOUNT OF \$70.00.

THIS REPRESENTS THE COST OF THE FILING FEES AND THE FEE FOR THE REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

SINCERELY,



Beth A Culbertson EA
812 Tamiami Trail Suite 1
Port Charlotte FL 33953

**ARTICLES OF INCORPORATION
OF
American Pool Interiors, Inc.**

FILED
02 DEC 23 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the corporation is:

American Pool Interiors, Inc.

The corporate address is:

10921 Shirley Lane
Fort Myers, FL 33917

The mailing address is:

10921 Shirley Lane
Fort Myers, FL 33917

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five thousand shares (5,000) of one Dollar (\$1.00) 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 Agent of this Corporation is:

NAME: Frank Rivas
ADDRESS: 10921 Shirley Lane
CITY: Fort Myers, FL 33917

ARTICLE VI - INITIAL OFFICERS/DIRECTORS

This corporation shall have two (2) officers/directors initially. The number of directors may be either 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 directors of the corporation are as follows:

NAME: Frank Rivas, President
ADDRESS: 10921 Shirley Lane
CITY: Fort Myers, FL 33917

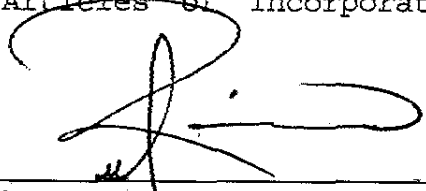
NAME: Caesar Rivas, Vice President
ADDRESS: 10921 Shirley Lane
CITY: Fort Myers, FL 33917

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

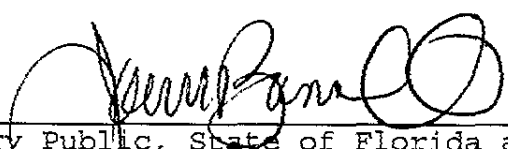
NAME: Frank Rivas
ADDRESS: 10921 Shirley Lane
CITY: Fort Myers, FL 33917

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Wednesday, September 2, 2002.

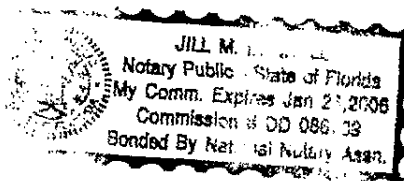
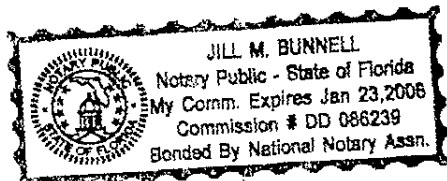


STATE OF FLORIDA
COUNTY OF CHARLOTTE

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Frank Rivas known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the Articles of Incorporation. IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this Friday, September 2, 2002



(Notary Public, State of Florida at Large)



FILED

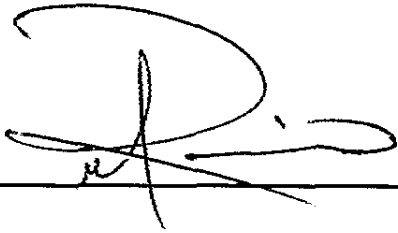
**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF**

DEC 23 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

American Pool Interiors, Inc.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Frank Rivas