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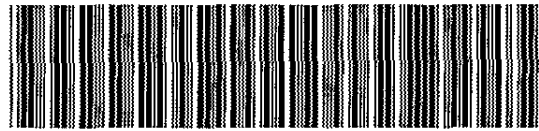
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ACCOUNT NO. : 072100000032

REFERENCE : 920039 9955A

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 78.75

ORDER DATE : February 5, 2003

ORDER TIME : 10:28 AM

ORDER NO. : 920039-005

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey
Chiumento & Associates, P.a.

Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: PROFESSIONAL POOL SERVICE OF
PALM COAST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

of

PROFESSIONAL POOL SERVICE OF PALM COAST, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

PROFESSIONAL POOL SERVICE OF PALM COAST, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate a swimming pool maintenance business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have

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outstanding at any one time is: 100 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Stockholders. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 7 Westbury Place, Palm Coast, FL 32164. The Shareholders may, from time to time, move the principal office or mailing address to any other addresses in Florida.

ARTICLE VI. DIRECTORS

The management of this corporation shall be by the Stockholders and, therefore, there are no directors.

ARTICLE VII. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

Name

Address

Donald J. Seps

4 Old Kings Road North, Suite B
Palm Coast, FL 32137

ARTICLE VIII. AMENDMENT

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

ARTICLE IX. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Donald J. Seps, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.


DONALD J. SEPS, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THAT PROFESSIONAL POOL SERVICE OF PALM COAST, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 7 WESTBURY PLACE, PALM COAST, FL 32164, HAS
NAMED DONALD J. SEPS, ESQUIRE, 4 OLD KINGS ROAD NORTH, SUITE B, PALM
COAST, STATE OF FLORIDA, 32137 AS ITS REGISTERED AGENT AND OFFICER TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


DONALD J. SEPS, Incorporator
DATE: 2/4, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


DONALD J. SEPS
REGISTERED AGENT
DATE: 2/4, 2003