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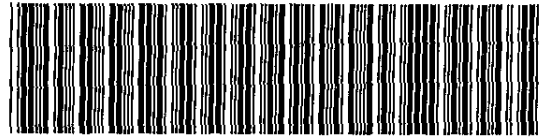
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ACCOUNT NO. : 072100000032

REFERENCE : 923613 9104A

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 78.75

ORDER DATE : February 7, 2003

ORDER TIME : 11:49 AM

ORDER NO. : 923613-005

CUSTOMER NO: 9104A

CUSTOMER: James Dickson  
Holland & Knight LLP

Suite 1600  
200 Central Avenue  
St Petersburg, FL 33701

DOMESTIC FILING

NAME: SUNSHINE POOL SERVICE OF TAMPA  
BAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SUNSHINE POOL SERVICE OF TAMPA BAY, INC.

The undersigned incorporator, for the purpose of forming a corporation, hereby adopts the following Articles of Incorporation pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes:

Article 1

Name

The name of this corporation is:

SUNSHINE POOL SERVICE OF TAMPA BAY, INC.

Article 2

Effective Date and Duration

This corporation shall exist perpetually commencing as of the effective date of filing of these Articles of Incorporation of record by the Florida Department of State.

Article 3

Purposes

This corporation is organized for pecuniary profit, and may engage in any lawful activity or business permitted to be engaged in by a corporation under Florida law.

Article 4

Capital Stock

This corporation is authorized to issue One Million (1,000,000) shares of Common Stock, each having a par value of One Cent (1¢).

Article 5

Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 13155 Royal George Street, Odessa, Florida 33556. The name of the initial registered agent of this corporation at that address is Scott M. Andrews.

**Article 6**  
**Principal Office**

The principal office of this corporation is:

13155 Royal George Street  
Odessa, Florida 33556

**Article 7**  
**Mailing Address**

The mailing address of this corporation is:

13155 Royal George Street  
Odessa, Florida 33556

**Article 8**  
**Initial Board of Directors**

The number of directors comprising the full Board of Directors of the corporation shall initially be three (3) directors. The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1) director. The name and address of the initial directors comprising the first Board of Directors of this corporation are:

Chriss Andrews  
500 Holley Street  
Brockport, New York 14420

Scott M. Andrews  
13155 Royal George Street  
Odessa, Florida 33556

Todd A. Andrews  
502 South Freemont Avenue, Apt. 607  
Tampa, Florida 33606

**Article 9**  
**Incorporator**

The name and address of the person signing these Articles of Incorporation as the incorporator is:

Scott M. Andrews  
13155 Royal George Street  
Odessa, Florida 33556

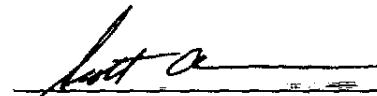
**Article 10**  
**Bylaws**

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, is vested in the Board of Directors; subject, however, to repeal or change by action of the shareholders.

**Article 11**  
**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this February 6, 2003.

  
\_\_\_\_\_  
SCOTT M. ANDREWS  
Incorporator

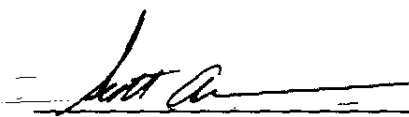
**SUNSHINE POOL SERVICE OF TAMPA BAY, INC.**

**Registered Agent**

**Acceptance and Acknowledgment**

Having been named as registered agent and to accept service of process for Sunshine Pool Service of Tampa Bay, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 6, 2003.

  
SCOTT M. ANDREWS  
Registered Agent

STP1 #492158 v1

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