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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C&C Tax & Accounting

4543 Wesconnett Blvd.
Jacksonville, FL 32210
904-771-0262

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

RE: Articles of Incorporation

Dear Sir:

Please find enclosed the original and 1 copy of the Articles of Incorporation for Bella Pools, Inc.
If you have any questions, please contact me at 904-771-0262.

Regards



John Davis
C&C Tax & Accounting
4543 Wesconnett Blvd.
Jacksonville, FL 32210
904-771-0262

**ARTICLES OF INCORPORATION
OF
Bella Pools, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator's, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation shall be: Bella Pools, Inc.

ARTICLE II. PRINCIPAL OFFICE

Its principal place of business and mailing address of this corporation shall be:

5900 Townsend Road Suite 613
Jacksonville, FL 32244

ARTICLE III. PURPOSE

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

ARTICLE IV. SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:

1000 shares having a par value of one dollar (\$1.00) per share.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Aimee R. Watson
5900 Townsend Road Suite 613
Jacksonville, FL 32244

ARTICLE VI. INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation are:

Aimee R. Watson
5900 Townsend Road Suite 613
Jacksonville, FL 32244

ARTICLE VII. INITIAL OFFICERS/DIRECTORS

The name(s), address(es) and title(s) of this corporation is as follows:

President
Gene A. Sanderfield
5900 Townsend Road Suite 613
Jacksonville, FL 32244

Vice-President
Aimee R. Watson
5900 Townsend Road Suite 613
Jacksonville, FL 32244

ARTICLE VIII. LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE IX. EFFECTIVE DATE

Pursuant to Section 607.0123 of the Florida Statutes, the effective date of this document shall be March 1, 2003.

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation, this 14 day of February, 2002.

x Aimee R. Watson
Aimee R. Watson, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place of designated in this certificate, 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

x Aimee R. Watson
Aimee R. Watson/ Registered Agent

2/14/03
Date