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FILED
03 FEB 28 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03-01-03

December 18, 2002

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

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of AQUA PURE POOL SERVICE, INC..

The effective date for the corporation shall be MARCH 1, 2003

Also find enclosed a check made payable to the Secretary of State in the amount of \$78.75 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as AQUA PURE POOL SERVICE, INC., is appreciated.

Respectfully,



BRAD J FLAUCHER

11296 SEDGEFIELD AVENUE, Spring Hill, FL 34608

**ARTICLES OF INCORPORATION
OF
AQUA PURE POOL SERVICE, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**EFFECTIVE DATE
03-01-03**

ARTICLE ONE

The name of the corporation is **AQUA PURE POOL SERVICE, INC.**

ARTICLE TWO

The period of its duration is perpetual. The effective date of the corporation shall be **MARCH 1, 2003**

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) at the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shared consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 10495 BLYTHVILLE ROAD, SPRING HILL, FL, 34608 and the name of its initial registered agent at such address is SALVATORE BASILE.

ARTICLE SEVEN

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE EIGHT

The number of directors constituting the initial board of directors are two, and the name and address of each person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

SALVATORE BASILE	President/Treasurer 10495 BLYTHVILLE ROAD, Spring Hill, FL 34608
BRAD J. FLAUGHER	Vice President/Secretary 11296 SEDGEFIELD AVENUE, Spring Hill, FL 34608

ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE TEN

The names and addresses of each incorporator are:

SALVATORE BASILE	10495 BLYTHVILLE ROAD, Spring Hill, FL 34606
BRAD J. FLAUGHER	11296 SEDGEFIELD AVENUE, Spring Hill, FL 34608

ARTICLE ELEVEN

The names and addresses of each subscriber and number of shares of stock each agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u># of Shares</u>
SALVATORE BASILE	10495 BLYTHVILLE ROAD Spring Hill, FL 34606	10
BRAD J. FLAUGHER	11296 SEDGEFIELD AVENUE Spring Hill, FL 34606	10

ARTICLE TWELVE

The principal office of the corporation shall be located at
10495 BLYTHVILLE ROAD, Spring Hill, FL 34609. This location also serves as the
address for the registered agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day
of Feb., 2003.

Signed, sealed and delivered by:



SALVATORE BASILE

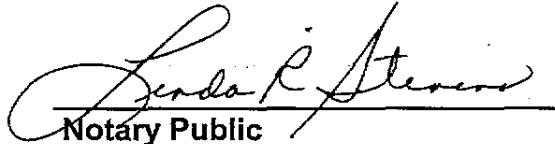


BRAD J. FLAUGHER

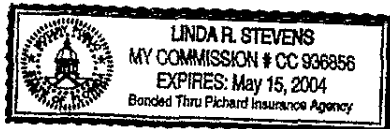
STATE OF FLORIDA
COUNTY OF HERNANDO

I hereby certify that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SALVATORE BASILE AND BRAD J FLAUGHER to me known to be the persons described in or produced Florida D/L as identification and who executed the foregoing instrument and they acknowledged before me that they executed the same.

Witness my hand and official seal in the County and State last aforesaid this 25th day of Feb, A.D. 2003.


Notary Public

SEAL:




My Commission Expires: 5-15-04

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating, the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is : AQUA PURE POOL SERVICE, INC.
2. The name and address of the registered agent and office is:
SALVATORE BASILE, 10495 BLYTHVILLE ROAD, SPRING HILL,
FLORIDA 34608.

Signature: 

Title: PRESIDENT

Date: FEB. 25, 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, and I accept the duties and obligations of section 607.325 Florida Statutes.

Signature: 

Date: FEB. 25, 2003

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TALLAHASSEE, FLORIDA