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PLEASE MAIL MY CORPORATION CONFIRMATION TO MY POST
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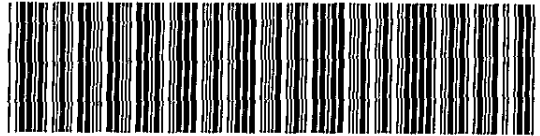
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3-15-2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
Fantasy Pools Of North Florida, Inc.**

The Undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: Fantasy Pools Of North Florida, Inc., and the principal physical address of this corporation is 351 Wildwood Lane, Orange Park, Florida 32273. The mailing address of this corporation is Post Office Box 16952, Jacksonville, Florida 32245-6952. The phone number of this corporation is (904) 591-6648.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business.

ARTICLE IV - CAPITAL SHARES

The aggregate number of shares, which the corporation shall have authority to issue, shall be one hundred (100) Shares of Common Stock, having a nominal par value of \$1.00 per share.

Page 2 of 4
State of Florida
Articles of Incorporation
Of Fantasy Pools Of North Florida, Inc.

ARTICLE V - REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 351 Wildwood Lane, Orange Park, Florida 32227, and the initial Registered Agent of this corporation at that address is 351 Wildwood Lane, Orange Park, Florida 32227.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors, initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-Laws. The names and addresses of the initial directors of this corporation are:

George Schwender
316 Blake Ave., Orange Park, Florida 32073
(51% Ownership) President/Secretary/Treasurer/Director

Hillary Watson
238 Old Hard Rd., Orange Park, Florida 32073
(49% Ownership) Vice President/Director

ARTICLE VII - INCORPORATOR

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

George Schwender 316 Blake Ave., Orange Park, Florida 32073

Page 3 of 4
State of Florida
Articles of Incorporation
Of Fantasy Pools Of North Florida, Inc.

ARTICLE VIII - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent permitted by law.

ARTICLE IX - 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.

ARTICLE X - CORPORATE EXISTENCE

The date of commencement of corporate existence shall be March 15th 2003.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of February, 2003.


George Schwender, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

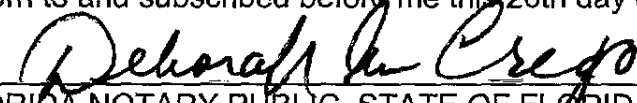
Page 4 of 4
State of Florida
Articles of Incorporation
Of Fantasy Pools Of North Florida, Inc.

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, and produced current Florida Driver's license as identification, as well as personally known to me, George Schwender, president, who, and after being duly sworn, deposes and says that she is the person described as incorporator of these Articles of Incorporation, and that the information therein contained is true and correct.


George Schwender, President

Sworn to and subscribed before me this 26th day of February, 2003.


FLORIDA NOTARY PUBLIC, STATE OF FLORIDA



Deborah Ann Crego
Commission # CC 948828
Expires June 25, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT

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


George Schwender, President