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EFFECTIVE DATE

03-01-03

FILED

03 FEB 26 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 20, 2003

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

EFFECTIVE DATE
03-01-03

RE: SHADE POOLS, INC.
ARTICLES OF INCORPORATION

eff date march 1

Please find enclosed a check in the amount of \$ **87.50** for filing fee, registered agent fee, certified copy of Articles of Incorporation, and Certificate of Status for the above referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for SHADE POOLS, INC.

Please advise when the Articles have been filed, and return the certified copy of the Articles to the herein referenced INCORPORATOR.

Sincerely,

Nate Lambright

NATHANIEL R. LAMBRIGHT
INCORPORATOR

941-928-9743

NATHANIEL R. LAMBRIGHT
3401 GERHARDT STREET
SARASOTA, FLORIDA 34237

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 26 AM 10:11

RECEIVED

**ARTICLES OF INCORPORATION
OF
SHADE POOLS, INC.**

FILED
03 FEB 26 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME

The name of the Corporation shall be SHADE POOLS, INC. a Florida "For Profit" Corporation.

EFFECTIVE DATE
03-06-03

ARTICLE 2. PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 3. POWERS

This Corporation shall have all the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE 4. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

3401 GERHARDT STREET

SARASOTA, FLORIDA 34237

and the name of the initial registered agent of this Corporation at that address is;

NATHANIEL R. LAMBRIGHT

ARTICLES OF INCORPORATION

SHADE POOLS, INC.

ARTICLE 6. INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one. The name of the initial Director of this Corporation is

NATHANIEL R. LAMBRIGHT

ARTICLE 7. INCORPORATOR

The name and address of the incorporator of this Corporation is;

**NATHANIEL R. LAMBRIGHT
3401 GERHARDT STREET
SARASOTA, FLORIDA 34237**

ARTICLE 8. CORPORATION'S PRINCIPAL OFFICE

The principal office of this Corporation will be as follows;

**3401 GERHARDT STREET
SARASOTA , FLORIDA 34237**

ARTICLE 9. AMENDMENT

This Corporation reserves the right to amend or repeal any provision(s) contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

SHADE POOLS, INC.

ARTICLE 10. OFFICERS

The initial officer of this Corporation is as follows;

PRESIDENT	NATHANIEL R. LAMBRIGHT
VICE-PRESIDENT	NATHANIEL R. LAMBRIGHT
TREASURER	NATHANIEL R. LAMBRIGHT
SECRETARY	NATHANIEL R. LAMBRIGHT

ARTICLE 11. CORPORATE EXISTENCE

The Corporation will begin existence on March 1, 2003, and continue until dissolved as provided by law.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE
ARTICLES OF INCORPORATION ON THIS 24 DAY
OF FEBRUARY, 2003.

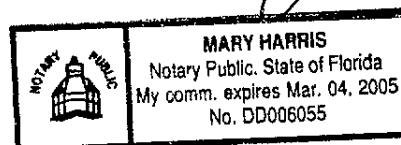

NATHANIEL R. LAMBRIGHT
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF SARASOTA)

In my presence on February 24, 2003 appeared NATHANIEL R. LAMBRIGHT known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.


NOTARY PUBLIC

Driver's license provided
for identification.



ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT FOR

SHADE POOLS, INC.

Having been named to accept service of process for the above named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: FEBRUARY 21, 2003

Nate Lambright

NATHANIEL R. LAMBRIGHT
Registered Agent for
Shade Pools, Inc.

FILED
03 FEB 26 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA