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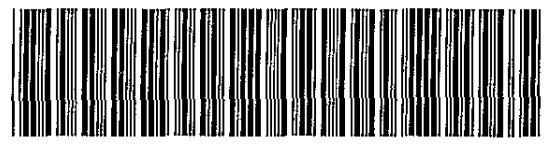
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 27 2003

Fred W. Fendt, Esquire
Attorney and Counselor at Law

112-A West New York Avenue
DeLand, Florida 32720

Telephone 386-736-1123
Facsimile 386-736-1145

March 19, 2003

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

RE: Willis Family Pools, Inc., a proposed Florida corporation.

Dear Sir,

Enclosed herewith, please find the original Articles of Incorporation for the above captioned corporation. Also enclosed herewith, please find my cost account check made payable to your order in the amount of \$78.75, same representing the filing fee, designation of registered agent and one certified copy. I hope all of the enclosed meets with your approval and would appreciate your returning the certified copy to me at the above address.

If you have any questions or if I can be of further assistance, please do not hesitate to contact me.

Very truly yours,


Fred W. Fendt

FWF/pc

ARTICLES OF INCORPORATION

The undersigned incorporator to these Articles of Incorporation, being a natural person competent to contract hereby declares intention to form a corporation for profit under the laws of the State of Florida in accordance with Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation shall be: Willis Family Pools, Inc.

ARTICLE II - PURPOSE

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation is to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do in all parts of the world, namely:

- (a) Construction of swimming pools.
- (b) To acquire, buy, purchase, lease or manufacture any property necessary, proper or useful in the construction of swimming pools, the equipment, finishing, improving, development and management of any property, real or personal, at any time owned, held or occupied by this corporation, and to invest, trade, and deal in any personal or real property deemed beneficial to this corporation, and to mortgage, sell, let or otherwise dispose of any personal or real property at any time owned or held by this corporation.
- (c) To acquire, use, sublet, sell or assign all rights and licenses of every kind and character.
- (d) To purchase, acquire, hold and dispose of stocks, bonds, or other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks bonds or other obligations.
- (e) To act as agent or representative of corporations, firms and individuals, and as such to develop and extend the business interest of such firms, corporations and individuals.
- (f) To acquire patents, patent rights, copyrights, trade names and inventions, and to sell, lease, license or otherwise dispose of, utilize or permit others to utilize the same and to produce or manufacture articles or commodities utilizing the personal property rights therein specified.
- (g) To purchase, acquire, hold and dispose of stocks, bonds and evidence of indebtedness and obligations of any corporation, domestic or foreign, and to exercise in respect thereof all of the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner submitted by law any corporation for which the bond or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any act or thing designed to protect, preserve, improve, or enhance the value of any such bonds or other securities or evidences of indebtedness of stock.
- (h) To do any and all of the foregoing in all parts of the world, namely either as principal or agent; to do everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein above set forth, either alone or in association with other corporations, firms or individuals, and to do every act or thing incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof. This corporation shall have the power to conduct its business in all

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branches within the State of Florida, throughout the United States and in all foreign countries, and generally to do all acts and things and exercise all the powers now or hereafter authorized by law, necessary or incidental to the carrying on of the business of this corporation or to promote any of the objects for which this corporation is formed. The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida on corporations for profit, and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation, but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms or individuals, to the same extent and fully as individuals might or could do as principals, agents, contractors, or otherwise.

ARTICLE III - CAPITAL STOCK

- A. The maximum number of shares of capital stock which this corporation is authorized to issue and have outstanding at any one time is 100 shares of Common Stock having no par value.
- B. All or any portion of the stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the shareholders, at least equivalent to the full value of the stock to be issued and when issued shall become and be fully paid and non assessable, the same as if paid for in cash; and the shareholders shall be the sole judge of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.
- C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without nominal or par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED AND NO/00THS (\$500.00) DOLLARS.

ARTICLE V - DURATION

This corporation shall commence business upon the date that these Articles are executed by the incorporator, and shall continue perpetually thereafter unless sooner dissolved by law as soon as the Secretary of State of the State of Florida approves and issues a charter, and shall continue perpetually thereafter unless sooner dissolved by law.

ARTICLE VI - REGISTERED OFFICE

The address of the initial registered office of the corporation is 112-A West New York Avenue, DeLand, Volusia County, State of Florida, . The initial registered agent at such address is: Fred W. Fendt.

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

NAME	STREET ADDRESS
Walter Willis	616 N. High Street DeLand, FL 3272-

ARTICLE IX - OFFICERS

The initial officers of this corporation who shall serve until their successors are chosen and qualified are:

NAME	OFFICE
Walter Willis	President

ARTICLE X - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 616 N. High Street DeLand, FL 32720

The mailing address of the initial principal office of this corporation is: 616 N. High Street DeLand, FL 32720

The shareholders may from time-to-time move the principal office to any other address in Florida.

ARTICLE XI - RESTRICTION ON SALE OF STOCK

The corporation shall have the power to include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer, or other disposition of any of its outstanding stock by any of its shareholders or in the event of the death of any of its shareholders, the manner and form as well as all relevant terms, conditions and details hereof shall be determined by the shareholders of this corporation, provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XII - AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the shareholders at a shareholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the share-holders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned incorporator have hereunto set my hand and seal this 17 day of [signature], 2003, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts stated herein are true.

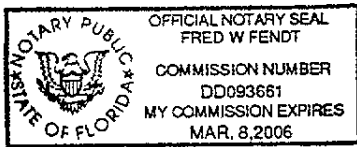
WALTER WILLIS

STATE OF FLORIDA

COUNTY OF VOLUSIA

BE IT REMEMBERED that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Walter Willis to me known to be the person described as the incorporator in the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS MY HAND and Official Seal at DeLand, Volusia County, Florida, this 17 day of March, 2003.



NOTARY PUBLIC, State of Florida

My Commission Expires:

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The undersigned incorporator hereby designates the following individual as registered agent of this corporation: Fred W. Fendt

[Signature]
WALTER WILLIS, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Family Pools, Inc. _____

FRED W. FENDT

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