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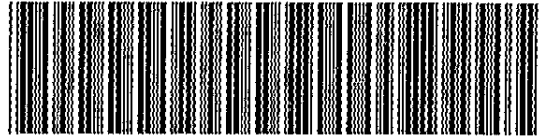
(Business Entity Name)

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TALLAHASSEE FLORIDA

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Law Offices
FRANK P. MEHOK, JR. P.A.
610 E. Atlantic Avenue
Delray Beach, Florida 33483

FILED

Frank P. Mehok, Jr.
Attorney at Law

2003 JUN 30 AM 11:05 Telephone (561)272-6770
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 25, 2003

Secretary Of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32374

RE: BLUE DOLPHIN FIBERGLASS POOLS & PATIOS, INC.

Dear Secretary of State:

Enclosed herewith for filing is an original and 1 copy of the ARTICLES OF INCORPORATION for BLUE DOLPHIN FIBERGLASS POOLS & PATIOS, INC.

Also enclosed is a check in the sum of \$78.75 which represents the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$ <u>78.75</u>

Please return a certified copy of the ARTICLES OF INCORPORATION to the undersigned.

With Very Best Regards,


Frank P. Mehok, Jr.

FPMjr/vgb

Enclosures

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2003 JUN 30 AM 11:05

**ARTICLES OF INCORPORATION
OF
BLUE DOLPHIN FIBERGLASS POOLS & PATIOS, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate them selves to form a corporation under the laws of the State of Florida.

The name of this corporation is BLUE DOLPHIN FIBERGLASS POOLS & PATIOS, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The initial post office address of the principal place of business of this corporation in the State of Florida is 452 S. Congress Avenue, West Palm Beach, FL 33406.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DESIGNATION OF REGISTERED AGENT AND OFFICE

The Registered Agent shall be: Daniel Cantway, 452 S. Congress Avenue, West Palm Beach, FL. 33406.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares of stock they agree to take and the value of the consideration therefore is:

<u>Name of Subscriber</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration Not Less Than</u>
Daniel Cantway and Donna Cantway, his wife As tenants-by-the-entirety	3860 North Federal Highway Delray Beach, FL 33483	500	\$500.00

ARTICLE IX - DIRECTORS

This corporation shall have not less than one nor more than five (5) directors. The number of directors may be increased from time to time by by-laws adopted by the stockholders.

ARTICLE X - INITIAL DIRECTORS

The persons named below shall be the first directors of the corporation and shall serve as such until their respective successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>
Dan Cantway and Donna Cantway	3860 North Federal Highway Delray Beach, FL 33483

ARTICLE XI - STOCK PLAN

The subscribers to this agreement do hereby agree they shall cause the corporation to adopt prior to payment for or issuance of any shares of stock of the corporation a Section 1244 Stock Plan covering those shares to be issued pursuant to this agreement.


Daniel Cantway

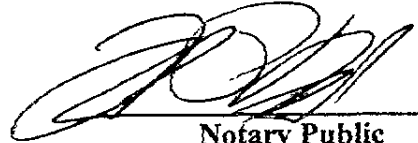

Donna Cantway

STATE OF FLORIDA)
 :SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DANIEL CANTWAY and DONNA CANTWAY, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me they subscribed to these Articles of Incorporation.

th WITNESS my hand and official seal in the County and State named above this
24 day of June, 2003.

My Commission Expires:



Notary Public
State of Florida at Large



Frank R. Mehok, Jr.
Commission # CC 924760
Expires April 3, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That BLUE DOLPHIN FIBERGLASS POOLS & PATIOS, INC. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, to be at 452 S. Congress Avenue, City of West Palm Beach, County of Palm Beach, State of Florida 33406, has named Daniel Cantway, located at 452 S. Congress Avenue, City of West Palm Beach, County of Palm Beach, State of Florida 33406, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


Daniel Cantway (Resident Agent)

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TALLAHASSEE FLORIDA