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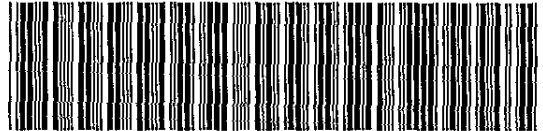
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03 JUL 10 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-15-03
28

LAW OFFICES
BOONE, BOONE, BOONE, KODA & FROOK, P.A.

P. O. BOX 1596
VENICE, FLORIDA 34284

ESTABLISHED 1956

E.G. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
JOHN S. KODA
PEGGY S. FROOK

JAMES T. COLLINS, LAND PLANNER
(NOT A MEMBER OF THE FLORIDA BAR)

July 9, 2003

STREET ADDRESS:
1001 AVENIDA DEL CIRCO 34285
TELEPHONE (941) 488-6716
FAX (941) 488-7079
e-mail: adm@boone-law.com

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: VENETIAN POOLS, INC.

Dear Sir/Madam:

We enclose original and one copy of Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$78.75 to cover the cost of this filing.

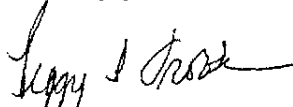
Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>8.75</u>
Total Filing Fee	\$ 78.75

The corporation's beginning date is upon filing with the Secretary of State.

Please return a certified copy of the Articles of Incorporation to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,


Peggy S. Frook

bjs
enclosures

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T19-10337

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

FILED
03 JUL 10 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: VENETIAN POOLS, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

401 Commercial Court, Suite A
Venice, Florida 34292

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000).

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent are:

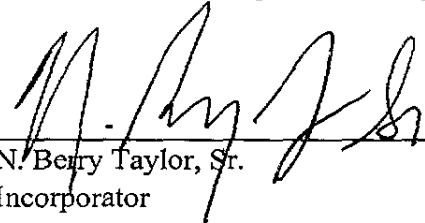
N. Berry Taylor, Sr.
401 Commercial Court, Suite A
Venice, Florida 34292

**ARTICLE V
INCORPORATOR**

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

N. Berry Taylor, Sr.
401 Commercial Court, Suite A
Venice, Florida 34292

The undersigned incorporator has executed these Articles of Incorporation this 9th day of July, 2003.

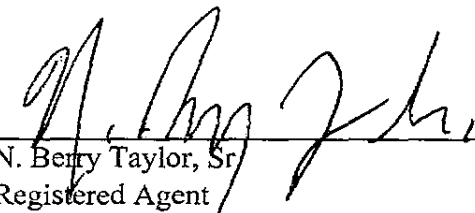


N. Berry Taylor, Sr.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I 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 am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated July 9, 2003.



N. Berry Taylor, Sr.
Registered Agent