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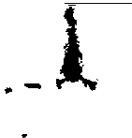
07/15/03--01056--015 **78.75

FILED

03 JUL 15 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-17-03
[Handwritten signature]



Law Office

TIMOTHY M. GOAN, P.A.

CORPORATE PLAZA
1 CORPORATE DRIVE
SUITE 1-C
PALM COAST, FLORIDA 32137

TELEPHONE
(386) 445-9003
FACSIMILE
(386) 445-0540

July 9, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Blue Champagne Pool Supply, Inc.

To Whom It May Concern:

Enclosed please find one original and copy of the Articles of Incorporation of Blue Champagne Pool Supply, Inc., for filing. Please file and return a certified copy of the Articles to this office. This firm's check in the amount of \$78.75 is enclosed, along with a self-addressed, stamped envelope.

Thank you for your attention to this matter.

Sincerely,

Kristine M. Wolfe
Legal Assistant to Timothy M. Goan

Encl.

ARTICLES OF INCORPORATION

of

BLUE CHAMPAGNE POOL SUPPLY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation is: BLUE CHAMPAGNE POOL SUPPLY, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is real estate sales and related services and every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of \$1.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 80 Breeze Hill Lane, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the member of the first Board of Directors is:

Name

Kathleen Shaffer

Address

80 Breeze Hill Lane
Palm Coast, FL 32137

ARTICLE IX. SUBSCRIBERS

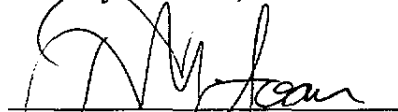
The name and post office address of the subscriber of these Articles of Incorporation is at follows:

Name

Address

Timothy M. Goan, P.A.

1 Corporate Drive, Suite 1-C
Palm Coast, FL 32137


Timothy M. Goan, Subscriber/
Incorporator

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

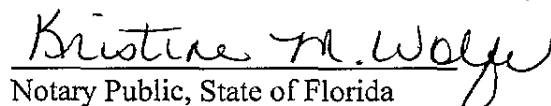
The registered agent and office for this corporation shall be Kathleen Shaffer, 80 Breeze Hill Lane, Palm Coast, FL 32137, to accept service of process within this State as to this corporation.


KATHLEEN SHAFFER, President

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County aforementioned to take acknowledgments, personally appeared Kathleen Shaffer, to me personally known (or produced Florida drivers license) to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 9th day of July, 2003.


Notary Public, State of Florida
at Large

My Commission Expires:



Kristine M. Wolfe
Commission # DD 015025
Expires May 7, 2005
Bonded Three
Atlantic Beach, Fla. 32209

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED;

FIRST: THAT BLUE CHAMPAGNE POOL SUPPLY, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 80 BREEZE HILL LANE, PALM COAST, FL 32137, FLAGLER
COUNTY, STATE OF FLORIDA, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.


KATHLEEN SHAFFER, President

DATE: 7/9/03

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
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.


KATHLEEN SHAFFER
REGISTERED AGENT

DATE: 7/9/03