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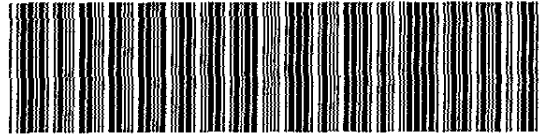
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JAY STEVEN LEVINE, P.A. - ATTORNEYS

2500 North Military Trail, Suite 490, Boca Raton, FL 33431 - (561) 999-9925 (561) 999-9958 Fax
3300 PGA Boulevard, Suite 970, Palm Beach Gardens, FL 33410 - (561) 627-3585 (561) 627-0811 Fax
Vero Beach - By Appointment Only
e-mail - JAY S LEVINE PA@AOL.COM

Jay Steven Levine, Esquire
Robert B. Burr, Esquire
Debbie Alspach, CLA

Nadel Group, P.A. - Of Counsel

Please reply to:
Boca Raton, Florida

July 28, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

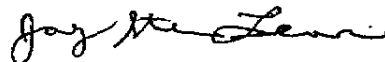
RE: ARTICLES OF INCORPORATION - REGATTA POOLS, INC. and REGATTA REAL ESTATE, INC.

Dear Sir or Madam:

Enclosed for filing is original and one copy of Articles of Incorporation for both Regatta Pools, Inc. and Regatta Real Estate, Inc. Also enclosed is a check in the amount of \$157.50 for filing fee, designation of registered agent and certified copies. Once recorded, please return the certified copies to us in the enclosed self-addressed stamped envelope.

Thank you for your help in this matter.

Very truly yours,



Jay Steven Levine

JSL:sh

Enclosures - As Stated

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

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The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is to be REGATTA POOLS, INC.

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. Building of pools and spas.
2. To transact any lawful business for which corporations may be incorporated

under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

1. The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have no par value.

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Capital stock may be payable in future labor or services, but only as allowed and with the limitations set forth in a written agreement and approved in advance by the Board of Directors at a meeting called for that purpose.

ARTICLE V

INITIAL PRINCIPAL BUSINESS ADDRESS

The initial principal business address of the Corporation shall be 8055 S. Military Trail, Boynton Beach, Florida 33436.

ARTICLE VI

INITIAL REGISTERED AGENT; OFFICE OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431. The name of the Registered Agent at such address is Jay Steven Levine, Esquire.

ARTICLE VII

THE BOARD OF DIRECTORS

The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Paul Griesmer	8055 S. Military Trail Boynton Beach, Florida 33436

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is Paul Griesmer, 8055 S. Military Trail, Boynton Beach, Florida 33436.

ARTICLE IX

RESTRICTIONS ON TRANSFER OF CORPORATE STOCK

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the Corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

ARTICLE X

SHAREHOLDERS' PREEMPTIVE RIGHTS

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

DIRECTORS' MANAGEMENT POWERS

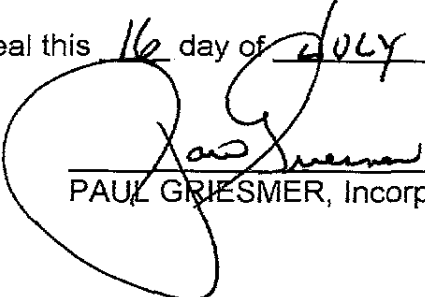
All corporate powers shall be exercised by or under the authority of, and business affairs of the Corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE XII

AMENDMENT

These Articles may be amended in whole or in part by the holders of a majority of the issued shares of stock.

I have hereunto set my hand and seal this 16 day of July, 2003.


PAUL GRIESMER, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

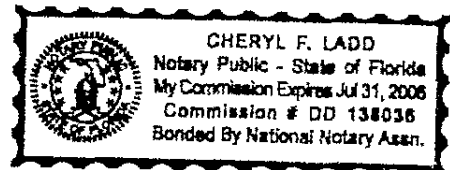
I HEREBY CERTIFY that on this 16 day of July, 2003, before me personally appeared PAUL GRIESMER, who is personally known to me or who has produced _____ (if left blank, personal knowledge existed) as identification and who did not take an oath and who executed the aforesaid as his free act.

WITNESS my signature and official seal at Papayan Beach in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign: Cheryl F. Ladd

Print: Cheryl F. Ladd



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That REGATTA POOLS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the town of Boynton Beach, Florida, has named JAY STEVEN LEVINE, ESQUIRE, located at 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431 as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above-stated Corporation at the place designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Jay Steven Levine 7-21-03
JAY STEVEN LEVINE, ESQUIRE

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