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Division of Corporations
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Account Name : GARY, DYTRYCH & RYAN, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.
of the Palm Beaches
Pool Masters, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
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AND
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 25, 2003

GARY DYTRYCH & RYAN, P.A.

SUBJECT: POOL MASTERS, INC.
REF: W03000024061

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FAX And. #: H03000259490
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ARTICLES OF INCORPORATION
OF
POOL MASTERS OF THE PALM BEACHES, INC.

The undersigned, for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, do hereby make, subscribe and acknowledge this certificate for that purpose.

ARTICLE I

The name of the corporation shall be POOL MASTERS OF THE PALM BEACHES, INC.

ARTICLE II

The principal place of business of the corporation is 1257 Bimini Lane, Singer Island, FL 33404, and the mailing address of the corporation is 1257 Bimini Lane, Singer Island, FL 33404

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any point in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as they may deem necessary for the best interests of the business.

ARTICLE III

The general nature of the business or businesses to be transacted by the corporation, as principal, or as agent, is as follows:

1. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

2. To do all and everything necessary and appropriate for the accomplishment of the business and objects enumerated in this Certificate or any amendment thereof, necessary or incidental to the attainment of the business or objects of the corporation, whether or not such business or objects of the corporation are similar in nature to the

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business or objects set forth in this Certificate or any amendment thereof. The foregoing shall be construed as objects and powers in furtherance not in limitation of the general powers conferred from time to time by laws of the State of Florida; and it is hereby expressly provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and that the corporation shall and may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects herein enumerated, either alone or in association with other corporations, firms or individuals to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE IV

The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock with a par value of \$.10 per share.

ARTICLE V

The amount of capital with which the corporation shall begin business shall not be less than ONE HUNDRED Dollars (\$100.00).

ARTICLE VI

The corporation shall have perpetual existence unless sooner dissolved according to law, and its existence shall commence upon filing.

ARTICLE VII

The name and Florida street address of the initial registered agent is as follows:

MARK M. ALDRIDGE

1257 Bimini Lane
Singer Island, FL 33404

ARTICLE VIII

The name and post office address of the Incorporator signing these Articles of Incorporation is as follows:

Name:

Address:

MARK M. ALDRIDGE

1257 Bimini Lane
Singer Island, FL 33404

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this

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reservation.

ARTICLE X

All of the subscribers to these Articles of Incorporation are over the age of twenty-one years and are sui juris.

ARTICLE XI

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation, and this corporation shall have all of the rights and powers that are expressly stated under the Florida Statutes and Laws (F.S. 607 and as amended in the future). The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1362, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock herein, has made and subscribed these Articles of Incorporation this 21 day of August, 2003, and the undersigned registered agent hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.


Mark M. Aldridge, Incorporator

STATE OF VA
COUNTY OF Fairfax

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Mark M. Aldridge, to me personally known or who provided Identi as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 21 day of August, 2003.

My Commission Expires August 31, 2003


Notary Public
My Commission Expires:
Commission No.:

AUG-25-03

02:37PM

FROM-Gary,Dytrych & Ryan, P.A.

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ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated hereinabove, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and acknowledge that I am familiar with and accept the appointment as registered agent and agree to act in this capacity as provided for in Chapter 607, F.S..

Dated: 8/21/03STATE OF Virginia
COUNTY OF Stafford
Mark M. Aldridge, Registered Agent

Lucas BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Mark M. Aldridge, to me personally known or who provided Lucas as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 21 day of August, 2003.

My Commission Expires August 31, 2004


Notary Public
My Commission Expires:
Commission No.

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