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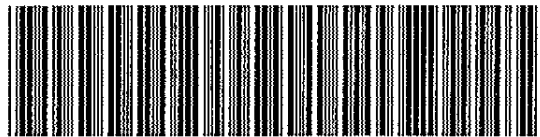
(Business Entity Name)

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Gail E. Lampert, P.A.
ATTORNEY AT LAW

MEMBER OF THE
FLORIDA BAR and NEW JERSEY BAR



Telephone: 386/439-0190

September 15, 2003

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE FLORIDA 32314

SUBJECT: SWIM KING, INC.

Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation and my check in the amount of seventy eight dollars and seventy five cents (\$78.75) which covers the filing fee and one (1) certified copy. Kindly return all documentation to:

GAIL E. LAMPERT, ESQUIRE
200 South Oceanshore Boulevard, Suite 3
Flagler Beach, Florida 32136
Daytime telephone number: 386-439-0190

Thank you for your assistance in this incorporation.

Sincerely yours,

A handwritten signature in cursive script that reads "Gail E. Lampert".

GAIL E. LAMPERT, ESQ.

GEL/ppw
Enclosures

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TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
SWIM KING, INC.**

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is:

SWIM KING, INC.

ARTICLE II. ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is 2751 Moody Boulevard, Unit 66, Flagler Beach, Florida 32136. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE III. PURPOSE

The purposes for which this Corporation is to engage is in every phase and aspect of the general business of constructing and selling swimming pools, residential and commercial.

ARTICLE IV. 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 par value of One Dollar and No/100 (\$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.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is **ONE HUNDRED DOLLARS.**

ARTICLE VI. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII. DIRECTOR AND SHAREHOLDER

The Corporation shall have two directors and shareholders initially. Then the number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

The name and post office address of the initial directors and shareholders are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS A. RUBINO Director/Shareholder	8 Lambert Cove Flagler Beach, Florida 32136
MARILYN S. RUBINO Director/Shareholder	8 Lambert Cove Flagler Beach, Florida 32136

ARTICLE VIII. INITIAL OFFICERS

The names and post office address of the initial officers are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS A. RUBINO Director/Shareholder	8 Lambert Cove Flagler Beach, Florida 32136
MARILYN S. RUBINO Director/Shareholder	8 Lambert Cove Flagler Beach, Florida 32136

ARTICLE IX. INCORPORATOR

The names and post office address of the incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS A. RUBINO Director/Shareholder	8 Lambert Cove Flagler Beach, Florida 32136
MARILYN S. RUBINO Director/Shareholder	8 Lambert Cove Flagler Beach, Florida 32136

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended only by the unanimous vote of the stockholders.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The Registered Agent and office for this Corporation shall be THOMAS A. RUBINO, to accept service of process within the State of Florida as to this Corporation. The office shall be located at 8 Lambert Cove, Flagler Beach, Florida 32136.

The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida Law.

ARTICLE XII. EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation shall be **SEPTEMBER 15, 2003**.


THOMAS A. RUBINO

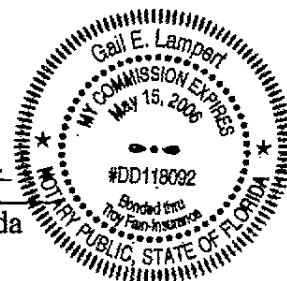

MARILYN S. RUBINO

**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 named above to take acknowledgments, personally appeared **THOMAS A. RUBINO** and **MARILYN S. RUBINO**, to me personally known to be the persons described as Incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that **THOMAS A. RUBINO** and **MARILYN S. RUBINO** subscribed to those Articles of Incorporation. Declarants are personally known to me or produced driver's licenses as identification.

WITNESS my hand and official seal in the County and State named above on this 16th day of September, 2003.

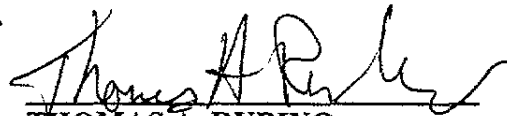

Notary Public – State of Florida




**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF 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 THOMAS A. RUBINO AND MARILYN S. RUBINO
DESIRE TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH THEIR PRINCIPAL PLACE OF BUSINESS AT 2751
MOODY BOULEVARD, UNIT 66, FLAGLER BEACH, FLORIDA 32136, HAVE
NAMED THOMAS A. RUBINO, 8 LAMBERT COVE, FLAGLER BEACH,
FLORIDA 32136, AS THEIR REGISTERED AGENT AND OFFICE TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.**

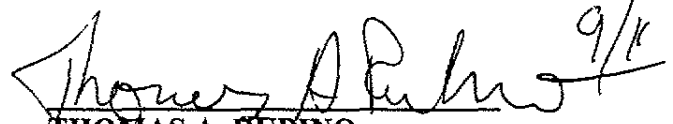

THOMAS A. RUBINO
DATE: 9/16/2003


MARILYN S. RUBINO
DATE: 09/16/03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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.**


THOMAS A. RUBINO
REGISTERED AGENT
DATE: 9/16/2003