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FLORIDA PROFIT CORPORATION OR P.A.

ATLANTIS POOL CARE, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ATLANTIS POOL CARE, INC

The undersigned, for the purpose of forming a corporation for profit under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is ATLANTIS POOL CARE, INC.

ARTICLE II: DURATION

The period of duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: PURPOSE

The purpose is to engage in any activities permitted under the laws of the United States and Florida.

ARTICLE VI: SHARES

The number of shares of stock is: 100

ARTICLE VII: QUALIFICATION

The qualifications for shareholders and the manner of their admission are stated in the bylaws of the Corporation.

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the Corporation will be Dennis J. Mialki. The initial address of the principal office of the Corporation will be 4342 S. Atlantic Avenue, Ponce Inlet, Florida 32127.

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ARTICLE IX: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the Corporation is three (3) initially. The number of directors may be either increased or diminished from time to time by amendment to the bylaws but shall never be less than three (3). The name and address of each person who is to serve as a member of the initial Board of Directors is:

Dennis J. Mialki

4342 S. Atlantic Avenue
Ponce Inlet, FL 32127

President

Members of the Board shall be selected as set forth in the bylaws.

ARTICLE X: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Dennis J. Mialki, 4342 S. Atlantic Avenue, Ponce Inlet, FL 32127.

ARTICLE XII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XIII: EXISTENCE AND DURATION

Existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of October, 2003.



Dennis J. Mialki

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STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 7 day of October, 2003,
by Dennis J. Mialki, as Incorporator, who is personally known to me or who has produced _____
Dr. LLC as identification and who did not take an oath.



Notary Public
Commission No.
My Commission Expires:



Mandy E. Space
MY COMMISSION # 00133033 EXPIRES
November 7, 2006
BONDED THROUGH TIAA FIA INSURANCE, INC.

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

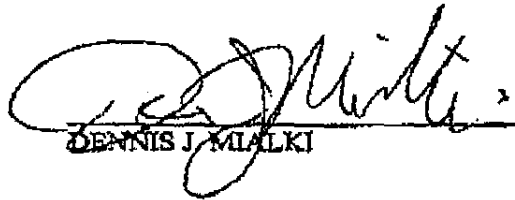
1. The name of the corporation is

ATLANTIS POOL CARE, INC..

2. The name and address of the registered agent and registered office is:

Dennis J. Mialki
4342 S. Atlantic Avenue
Ponce Inlet, FL 32127

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


DENNIS J. MIALKI

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