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03 OCT 27 AM 9:24

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TRANSMITTAL LETTER

FROM:

Name of corporation: **Pools By Phoenix, Inc.**

Street address of the corporation: **5010 E. Fairfax Dr.
Lakeland, Florida 33813
863-647-3385**

TO: CORPORATIONS DIVISION

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check or money order in the amount of \$70.00 for filing fees.

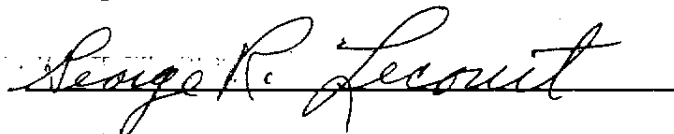
A certified copy is not requested at this time.

Please send responses or receipts concerning this filing to the above address.
Thank you very much.

Date: **October 22, 2003**

Name of Incorporator: **George R. Lecourt**

Signature of Incorporator:

A handwritten signature in cursive script, reading "George R. Lecourt", written over a horizontal line.

ARTICLES OF INCORPORATION
of
Pools By Phoenix, Inc.

FILED
03 OCT 27 AM 9:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

Pools By Phoenix, Inc.

Article 2. The principal place of business and mailing address of this corporation is:

5010 E. Fairfax Dr., Lakeland, Florida 33813

Article 3. The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

George R. Lecourt
5010 E. Fairfax Dr., Lakeland, Florida 33813

Article 5. The name and street address of the incorporator of this corporation is:

George R. Lecourt
5010 E. Fairfax Dr., Lakeland, Florida 33813

Article 6. Corporate Officers

Doris E. Lecourt	President	5010 E. Fairfax Dr., Lakeland, FL 33813
Michael F. Lecourt	Vice-President	5010 W. Forest Green Dr., Lakeland, FL 33811
George R. Lecourt	Secretary/Treasurer	5010 E. Fairfax Dr., Lakeland, FL 33813

Article 7. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: October 22, 2003

Name of Incorporator: George R. Lecourt

Signature of Incorporator:

_____

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

FILED
03 OCT 27 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

Pools By Phoenix, Inc.

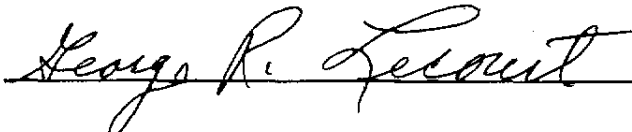
1. The name and address of the corporation's registered agent and registered office is:

Name: **George R. Lecourt**

Street address: **5010 E. Fairfax Dr., Lakeland, Florida 33813**

Having been named as the 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.

Signature of registered agent:



Date of signature:

October 22, 2003