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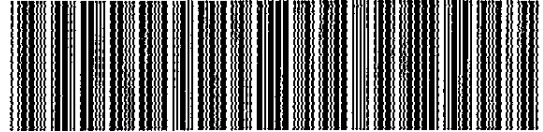
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/14

RESPOND TO:

Orlando Office:
2265 Lee Road
Suite 125
Winter Park, Florida 32789

Al Cheneler, P.A.
Attorney at Law

Tel: 407-628-2804
Fax: 407-628-4853

Florida Bar Certified Real Estate Specialist
Certified Public Accountant

Daytona Beach Office:
435 S. Ridgewood Ave
Suite 11
Daytona Beach, Florida 3211

Tel: 386-255-555
Fax: 407-628-485

October 28, 2003

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: TENDER LOVING CARE POOL/SPA SERVICE, INC.

Dear Sir/Madam:

For the above-referenced corporation, enclosed please find the following:

1. The original signed Articles of Incorporation;
2. Copy of the Articles of Incorporation; and
3. Check in the amount of \$78.75 made payable to the Secretary of State.

The enclosed check to the Secretary of State will cover the following fees:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$78.75

Please return the certified copy of the Articles of Incorporation to this office as soon as possible.

Thank you for your prompt attention to this matter.

Sincerely,



Al Cheneler

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TENDER LOVING CARE POOL/SPA SERVICE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is:

TENDER LOVING CARE POOL/SPA SERVICE, INC.

The principal place of business of this corporation shall be 782 Little Pine Dr., South Daytona, FL 32119.

ARTICLE II
DURATION

The duration of the corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 782 Little Pine Dr., South Daytona, FL 32119, and the name of its initial registered agent is Timothy J. Severino.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is 1. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial directors of the corporation are as follows:

Timothy J. Severino
782 Little Pine Dr.
South Daytona, FL 32119.

**ARTICLE VII
INCORPORATORS**

The name and address of each incorporator is as follows:

Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

**ARTICLE VIII
OFFICERS**

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Timothy J. Severino - President
Timothy J. Severino - Secretary/Treasurer

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


**ARTICLE X
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the board of directors of this corporation.

**ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to the Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 28th day of OCTOBER, 2003.

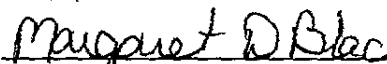

Al A. Cheneler, Esquire
2265 Lee Road, Suite 125
Winter Park, Florida 32789

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared AL A. CHENELER, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 28th day of OCTOBER, 2003.


Notary Public, State of Florida
My Commission Expires:



Margaret D Black
My Commission CC981738
Expires November 14, 2004

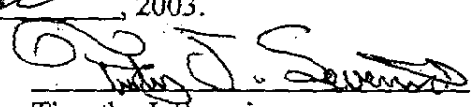
DESIGNATION OF REGISTERED AGENT

TENDER LOVING CARE POOL/SPA SERVICE, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at South Daytona, Florida, had and does by these presents name Timothy J. Severino as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process of the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

DATED this 28th day of OCTOBER, 2003.


Timothy J. Severino
Registered Agent