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FLORIDA PROFIT CORPORATION OR P.A.

POOLS BY JOAN BROWN, INC.

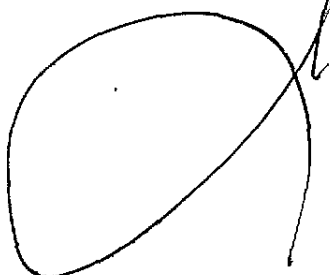
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ARTICLES OF INCORPORATION
OF
POOLS BY JOAN BROWN, INC.

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The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: POOLS BY JOAN BROWN, INC.

ARTICLE II - TERM OF EXISTENCE

The term of corporate existence shall commence on the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is

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authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 5973 Cattlemen Lane, Sarasota, FL 34232.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 5973 Cattlemen Lane, Sarasota, FL 34232, and the Registered Agent at such office is Joan M. Brown.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Name

Address

Joan M. Brown

5973 Cattlemen Lane
Sarasota, FL 34232

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ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Joan M. Brown	5973 Cattleman Lane Sarasota, FL 34232

The undersigned has executed these Articles this 10th day of November, 2003.

Joan M. Brown
JOAN M. BROWN
Incorporator

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Having been named as Registered Agent and to accept service of process for POOLS BY JOAN BROWN, INC., at the place designated in the Articles, 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.

11/10/03
Date

Joan M. Brown
JOAN M. BROWN
Registered Agent

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