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(Requestor's Name)

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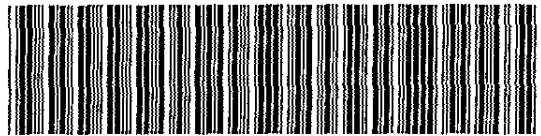
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STATE
TALLAHASSEE, FLORIDA

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December 1, 2003

REPLY TO: North Port

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Capricorn Pools, Inc.

Dear Sir/Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the amount of \$78.75 for the filing fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles and receipt as soon as possible.

If you have any questions, please feel free to contact me. Thank you for your assistance in this matter.

Very truly yours,

WILKINS, FROHLICH, JONES, HEVIA,
RUSSELL, HANAOKA & MIZELL, P.A.

W. Kevin Russell

WKR:nle
Enclosures

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STATE
TALLAHASSEE
FLORIDA

Articles of Incorporation
of
Capricorn Pools, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is Capricorn Pools, Inc. and their principal address is 2069 Loveland Boulevard, Port Charlotte, Florida 33980.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 2069 Loveland Boulevard, Port Charlotte, Florida 33980. The name of the initial registered agent at such address is Roger Stein.

WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

PORT CHARLOTTE, FLORIDA

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
FRANCES STEIN	2069 Loveland Boulevard Port Charlotte, FL 33980

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
FRANCES STEIN	2069 Loveland Boulevard Port Charlotte, FL 33980

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto
subscribed her name and affixed her seal this 18th day of
November, 2003.

Witnesses:

Brandi N. Pollard
Sign

Brandi N. Pollard
Printed Name

Frances Stein
Sign

Frances Stein

Nancy S. Fichter
Sign

Nancy S. Fichter
Printed Name

STATE OF FLORIDA:
COUNTY OF CHARLOTTE :

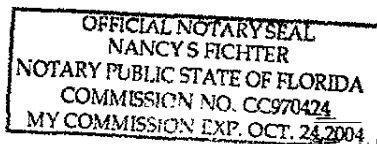
I HEREBY CERTIFY that on this day, before me, a Notary
Public duly authorized in the State and County named above to
take acknowledgments, personally appeared FRANCES STEIN to me
known to be the person described as incorporator or who has
produced FL DL # 8350-256-51-031-0 as
identification, and who executed the foregoing Articles of
Incorporation, and she acknowledged that she executed the same
for the purposes therein stated.

WITNESS my hand and official seal in the State and
County aforesaid this 18th day of November, 2003.

NOTARY PUBLIC:

Nancy S. Fichter
Sign

Nancy S. Fichter
Print Name



(Seal)

WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
PORT CHARLOTTE, FLORIDA

Commission No. CC970424

My commission expires: 10/24/04

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

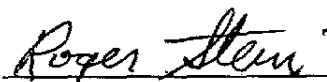
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Capricorn Pools, Inc. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 2069 Loveland Boulevard, Port Charlotte, County of Charlotte, State of Florida, has designated ROGER STEIN, whose street address is 2069 Loveland Boulevard, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

CAPRICORN POOLS, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Roger Stein

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SECRETARY OF STATE
TALLAHASSEE FLORIDA