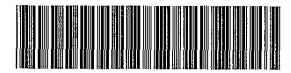
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ARTICLES OF INCORPORATION

03 DEC 11 PM 3:00

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

COOL BLUE POOL & SPA SERVICE, INC.

In Compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE 1 NAME

The name of the Corporation shall be:

COOL BLUE POOL & SPA SERVICE, INC.

ARTICLE 2 PRINCIPAL OFFICE

The principal place of business and mailing address is:

3035 Elmwood Road Tallahassee, Florida 32317

ARTICLE 3 PURPOSE

The Corporation may take part in any business or activity permitted under the laws of the United States and the State of Florida.

ARTICLE 4 SHARES

The number of shares this Corporation is allowed to have outstanding is one hundred (100) shares of stock, each share having the value of one dollar (\$1.00).

ARTICLE 5 OFFICERS AND/OR DIRECTORS

The officers of the Corporation shall be:

President:

Jeffrey J. Benoit

Vice-President:

Angela E. Benoit

whose addresses will be the same as the principal office of the Corporation.

ARTICLE 6 REGISTERED AGENT

The name and address of the registered agent is:

Tori Pressley 3238 Addison Lane Tallahassee, Florida 32317

ARTICLE 7 EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon filing.

ARTICLE 8 INCORPORATOR

The name and address of the Incorporator is:

Jeffrey J. Benoit 3035 Elmwood Road Tallahassee, Florida 32317

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Signature/Incorporator

12-11-03

12/11/03