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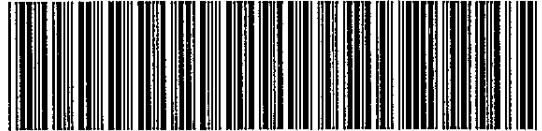
(Business Entity Name)

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03 DEC 15 PM 0:33
SECRETARY OF STATE
TALLAHASSEE, FL

WHEELIHAN POOLS, INC.
1708 S. CONGRESS AVE.
WEST PALM BEACH, FL 33406

December 10, 2003

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32399

RE: Articles of Incorporation for Wheelihan Pools, Inc.

Dear Sir or Madam:

Enclosed please find the following: The original and two copies of the Articles of Incorporation of Wheelihan Pools, Inc., . Also, enclosed is a check in the amount of \$78.75 as payment of the filing fee for the said Articles of Corporation. A self-stamped envelope is provided for our return.

Thank you for your assistance in this matter and should you have any questions or comments, please feel free to contact me at the above number.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard S. Wheelihan, III". The signature is fluid and cursive, with the last name "Wheelihan" being particularly prominent.

Richard S Wheelihan, III

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03 DEC 15 AM 9:33

**ARTICLES OF INCORPORATION
OF
WHEELIHAN POOLS, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of the corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of this corporation is: WHEELIHAN POOLS, INC.

ARTICLE II - INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be 1708 S. CONGRESS AVE., WEST PALM BEACH, FL 33406

ARTICLE III - EXISTENCE

The duration of this corporation is perpetual.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE V - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 200 shares of Class A common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at the Shareholders meeting called for that purpose

ARTICLE VII - SHAREHOLDERS' RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VIII - INITIAL REGISTERED AGENT

This corporation's initial registered agent is RICHARD S WHEELIHAN, III, 6617 N. PLYMOUTH DRIVE, LANTANA, FLORIDA 33462.

ARTICLE IX - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person to serve as Director until the first annual meeting of the Shareholders, or until his successor is elected and qualifies, is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD S WHEELIHAN, III	6617 N. PLYMOUTH DRIVE LANTANA, FLORIDA 33462

ARTICLE X - OFFICERS

RICHARD S WHEELIHAN, III	PRESIDENT
RICHARD S WHEELIHAN, JR.	VICE-PRESIDENT
NICOLE BLATTNER	SECRETARY & TREASURY

ARTICLE XI - INCORPORATORS


The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD S WHEELIHAN, III	6617 N. PLYMOUTH DRIVE LANTANA, FLORIDA 33462

ARTICLE XII - BY-LAWS

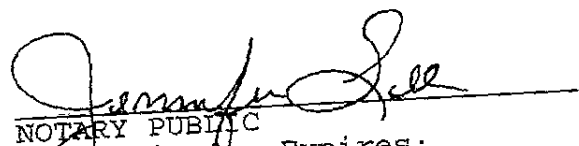
The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

Dated this 11 day of December, 2003.


RICHARD S WHEELIHAN, III,
Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged
before me this 11 day of December, 2003, by RICHARD S
WHEELIHAN, III.


NOTARY PUBLIC
My Commission Expires:



FILED

03 DEC 15 AM 9:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

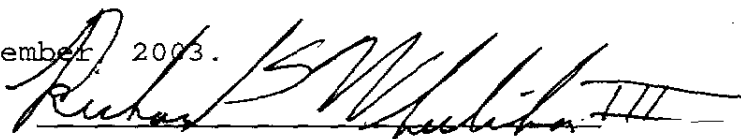
The foregoing is submitted pursuant to Florida Statute Section 48.091(1) and Florida Statute Section 607.034:

WHEELIHAN POOLS, INC., desiring to organize under the laws of the State of Florida being in the County of Palm Beach, has named RICHARD S WHEELIHAN, III, whose address is 6617 N. PLYMOUTH DRIVE, LANTANA, FLORIDA, 33462, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above-stated office within this State, I hereby accept to act in this capacity and agree to comply with the provisions of said Statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays, and legal holidays, and to post therein a sign designing the name of the corporation and the name of its registered agent.

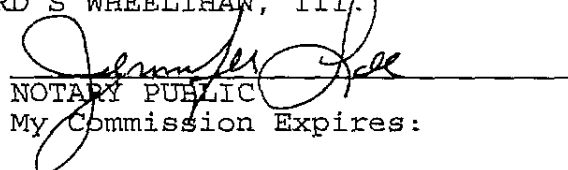
Dated this 11 day of December, 2003.



RICHARD S WHEELIHAN, III

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

11 The foregoing Acknowledgement was acknowledged before me this day of December, 2003, RICHARD S WHEELIHAN, III.



NOTARY PUBLIC
My Commission Expires:

