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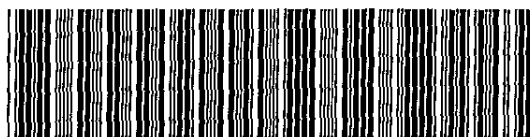
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01-01-04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: 1 UP POOL PLASTERING, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and a check for \$70.00 for filing fee and registered agent fee.

FROM: David Henson
2473 Lakeway Branch Dr
Orlando, Fl 32839

PHONE: (407) 928-4356

Enclosures
Original and One Copy of Articles

**ARTICLES OF INCORPORATION
OF
1 UP POOL PLASTERING, INC.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE I

The name of the Corporation is: 1 UP POOL PLASTERING, INC.

ARTICLE II

The principal place of business and mailing address of this corporation is:

2473 Lakeway Branch Dr
Orlando, Fl 32839

ARTICLE III

Duration: The period of its duration is perpetual.

ARTICLE IV

Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including swimming pool plastering.

ARTICLE V

Capital Stock: The corporation is authorized to issue one class of stock, that stock being Three Hundred (300) shares at One (\$1.00) Dollars per share, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE VI

Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

DAVID HENSON
2473 Lakeway Branch Dr
Orlando, Fl 32839

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ARTICLE VII

Initial Board of Directors. This corporation shall have three (3) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
David Henson, President	2473 Lakeway Branch Dr Orlando, Fl 32839
Sandra Henson, V-President	2473 Lakeway Branch Dr Orlando, Fl 32839
Valicia E. Albury, Secretary/ Treasurer	2036 Dunwoodie St Orlando, Fl 32839

ARTICLE VIII

Incorporators. The name and addresses of the Incorporators signing these Articles of Incorporation are:

NAME	ADDRESS
David Henson	2473 Lakeway Branch Dr Orlando, Fl 32839
Sandra Henson	2473 Lakeway Branch Dr Orlando, Fl 32839
Valicia E. Albury	2036 Dunwoodie St Orlando, Fl 32839
	Astatula, Fl 34705

ARTICLE IX

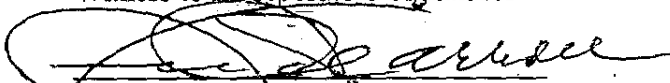

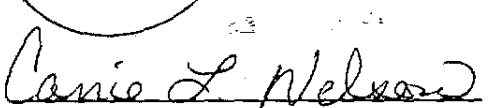
Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Date of Incorporation. The effective date for this corporation shall be January 1, 2004.


IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 18th day of Dec, 2003.

Witness to Incorporators Signatures

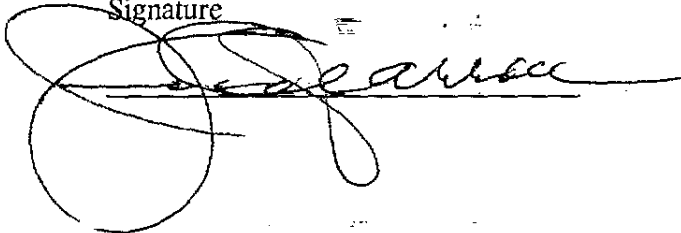





DAVID HENSON


SANDRA HENSON


VALICIA E. ALBURY

and to Registered Agent
Signature




REGISTERED AGENT

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: 1 UP POOL PLASTERING, INC.
2. The name and address of the registered agent and office is:

David Henson
2473 Lakeway Branch Dr
Orlando, FL 32839
(407) 928-4356

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Signature of registered agent

David Henson

DAVID HENSON

Date of Signature: 12-18-03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA