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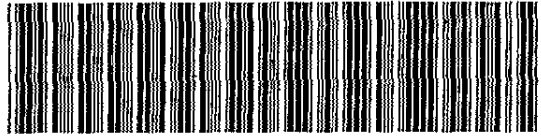
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TALLAHASSEE, FLORIDA

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**DAVID K. OAKS, P.A.**

ATTORNEY AT LAW

DAVID K. OAKS

JACKIE M. SMITH  
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E-MAIL: doaksesq@comcast.net  
Website: www.lawyers.com/davidkokoaks

December 23, 2003

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32399

RE: **FLAMINGO POOL & SPA, INC.**

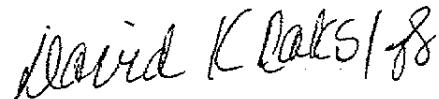
Dear Sir

Enclosed please find an original and two copies of the Articles of Amendment and an Affidavit to allow the assumption of the name of **FLAMINGO POOL AND SPA, INC.** together with our check in the amount of \$43.75.

We are also enclosing the original and two copies of the new Articles of Incorporation for Flamingo Pool and Spa, Inc. for filing together with that filing fee of \$78.75. Please return the certified copies to our office at the above address.

Thank you for your assistance in this matter.

Yours very truly,



David K. Oaks

DKO:js  
Encl.  
cc: client

AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned authority personally appeared HANS G. MENZER, JR. who being by me first duly cautioned and sworn, hereby says:

1. My name is **HANS G. MENZER, III.** and I am President of **FLAMINGO POOL AND SPA, INC.,** a Florida corporation.
2. This Affidavit is made pursuant to the provisions of Section 607.1405(4).
3. That this Affidavit is submitted with the Articles of Amendment of the referenced corporation.
4. That the name of this corporation, **FLAMINGO POOL AND SPA, INC.,** may be immediately assumed or used by another corporation.

FURTHER AFFIANT SAYETH NAUGHT.

**FLAMINGO POOL AND SPA,  
INC.**

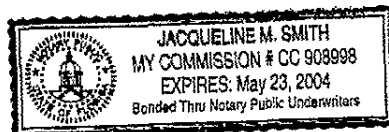
Jackie M. Smith  
Witness

Hans G. Menzer, III  
By: **HANS G. MENZER, III.**  
President

Carl M. Smith  
Witness

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of December, 2003, by HANS G. MENZER, III., President of **FLAMINGO POOL AND SPA, INC.,** who is personally known to me/or who produced his \_\_\_\_\_ as identification.

Jaqueline M. Smith  
NOTARY PUBLIC  
My commission expires



ARTICLES OF INCORPORATION  
OF  
FLAMINGO POOL & SPA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, HANS G. MENZER III, NATALIA MENZER and PHOEBE MENZER, do hereby prepare these Articles of Incorporation for the purpose of forming a corporation for profit as provided under the laws of the State of Florida.

1. NAME. The name of the corporation shall be FLAMINGO POOL & SPA, INC. a Florida corporation.

2. PURPOSE. The said corporation is to be in the business of engaging in any and all activities allowable under the laws of the State of Florida.

3. GENERAL POWERS. The Association shall have the following powers:

a) To buy, sell, trade, exchange and otherwise transfer and assign all types of real, personal and mixed property, and more specifically to engage fully for the purposes contained in Article II above.

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida Statute 607.141.

d) To construct, buy, own, sell, lease, and operate such buildings and other structures and facilities as may be deemed necessary and proper in connection with the conduct of the business of said corporation.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all any of its property, and income.

g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statute 607.011, and to exercise all other powers provided by law to be exercised by corporations.

4. TERM. This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

5. OFFICE. The principal office and registered office address of the corporation is 8260 Pascal Drive, Punta Gorda, FL 33951.

6. MANAGEMENT. This corporation shall have two directors, elected in accordance with the corporation by-laws. The affairs and business of this corporation shall be conducted by the Board of Directors and a President/Secretary/Treasurer, all of whom will be elected annually by the members of the corporation.

7. DIRECTORS. The names and addresses of the first Board of Directors of this corporation follows:

NATALIA MENZER  
8260 Pascal Drive  
Punta Gorda, FL 33951

HANS G. MENZER III  
8260 Pascal Drive  
Punta Gorda, FL 33951

This Board of Directors shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

7. OFFICERS.

a) The names and addresses of the first Officers of this corporation are as follows:

President	HANS G. MENZER, III 8260 Pascal Drive Punta Gorda, FL 33950
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Secretary/Treasurer	PHOEBE MENZER
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8260 Pascal Drive  
Punta Gorda, FL 33950

Vice President

NATALIA MENZER  
8260 Pascal Drive  
Punta Gorda, FL 33950

These officers shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

8. STOCK. Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock with \$1.00 par value; no other class or type of stock to be issued. Each share of stock shall entitle the owner thereof to one (1) vote.

9. SHAREHOLDERS. The name and post office address of each shareholder hereto, the number of shares of stock each agrees to take, and the amount to be paid therefore, follows:

HANS G. MENZER, JR. and NATALIA GARRI MENZER,  
Co-Trustees of the MENZER FAMILY REVOCABLE LIVING  
TRUST dated April 18, 1995 50 SHARES

HANS G. MENZER, III 50 SHARES

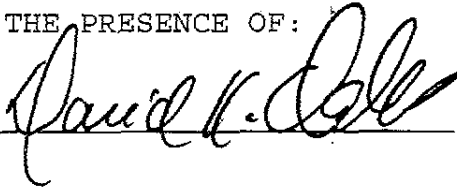
10. RESIDENT AGENT. The name and address of the resident agent of the corporation is:

DAVID K. OAKS, ESQ.  
DAVID K. OAKS, P.A.  
407 East Marion Avenue, Suite 101  
Punta Gorda, FL 33950

11. BY-LAWS. The By-laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

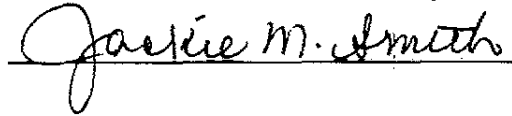
IN WITNESS WHEREOF, said parties and subscribers have hereunto set their hands and seals this \_\_\_\_ day of December, 2003.

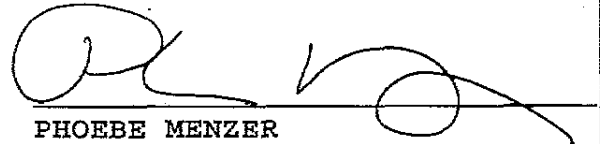
SIGNED AND SEALED  
IN THE PRESENCE OF:

  
\_\_\_\_\_

  
\_\_\_\_\_

HANS G. MENZER III  
8260 Pascal Drive  
Punta Gorda, FL 33950

  
\_\_\_\_\_

  
\_\_\_\_\_

PHOEBE MENZER  
8260 Pascal Drive  
Punta Gorda, FL 33950

  
\_\_\_\_\_

NATALIA MENZER  
8260 Pascal Drive  
Punta Gorda, FL 33950



STATE OF FLORIDA  
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared HANS G. MENZER, III, PHOEBE MENZER and NATALIA MENZER, incorporators of FLAMINGO POOL & SPA, INC. who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 22 day of December, 2003.  
My Commission Expires:

  
Notary Public



David Keith Oaks  
Commission # CG 906300  
Expires March 13, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That FLAMINGO POOL AND SPA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Punta Gorda, County of Charlotte, State of Florida, has named DAVID K. OAKS, ESQ., County of Charlotte, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By *David K. Oaks*  
Resident Agent

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