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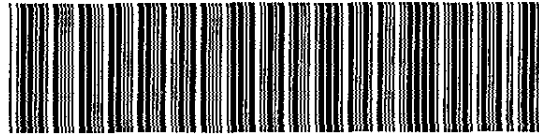
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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2004-3030

TS 2/10/04



Daniel W. Schreimann, P.C.
Attorney & Counselor at Law

January 13, 2004

Via Overnight Delivery

Florida Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32399

Re: Articles of Incorporation of BHFM, Inc.

Dear Sirs:

Enclosed please find duplicate originals of the Articles of Incorporation for the above-named entity. Also enclosed is a check in the amount of \$78.75 in payment of the filing fee and Certificate of Status as required.

Please file these Articles and return a file-stamped copy to me in the enclosed envelope. If you should have any questions, please feel free to contact me at (214) 522-6262.

Very truly yours,

Daniel W. Schreimann

DWS/rs
Enclosures

cc: Ms. Chris Waters

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 23, 2004

DANIEL W SCHREIMANN, P.C.
909 LAKE CAROLYN PKWY STE 150
IRVING, TX 75039

SUBJECT: BHFM, INC.
Ref. Number: W04000003030

We have received your document for BHFM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filings Section

Letter Number: 604A00004285

RECEIVED
04 FEB -9 AM 11:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BLUE HAVEN POOLS OF FORT MYERS, INC.

I, the undersigned natural person of the age of 21 years or more and competent to contract, acting as incorporator of a corporation hereby form a Corporation for profit under Chapter 607 of the Florida Statutes, and do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I: NAME

The name of the Corporation is Blue Haven Pools of Fort Myers, Inc. ("Corporation").

ARTICLE II: PRINCIPAL OFFICE

The address of the principal office of this Corporation is 10014 N. Mabry, Suite 101, Tampa, Florida 33618 and the mailing address is the same.

ARTICLE III: DURATION

The period of its duration is perpetual.

ARTICLE IV: PURPOSES

The purpose for which the Corporation is organized is:

- a. To engage in the construction activities.
- b. For the purpose of wholesale and retail trade dealing in and brokering merchandise and other assets.
- c. To enter into or become an associate member, shareholder or partner in any firm, association, partnership (whether limited, general or otherwise), company, joint stock company, syndicate or corporation, domestic or foreign, formed or to be formed to accomplish any lawful purpose, and to allow or cause the title to any estate, right or interest in any property (whether real, personal or mixed), owned, acquired, controlled, or operated

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by or in which the Corporation has any interest, to remain or be vested or registered in the name of or operated by any firm, association, partnership (whether limited, general or otherwise), company, joint stock company, syndicate, or corporation, domestic or foreign, formed to accomplish any of the purposes enumerated herein.

d. To transact any business and to do and perform any and all acts and matters authorized by the laws of the United States and of the State of Florida.

ARTICLE V: BYLAWS

Except to the extent such power may be modified or divested by action of the shareholders representing a majority of the issued and outstanding shares of the Common Stock of the Corporation taken at a regular or special meeting of the shareholders, the power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

ARTICLE VI: PREEMPTIVE RIGHTS

No holder of any debt or equity security of the Corporation shall be entitled as a matter of right to purchase or subscribe for any security of the Corporation. Such securities may be issued by the Board of Directors upon such terms and in such manner as the Board of Directors may in its discretion determine.

ARTICLE VII: INDEMNIFICATION

The Corporation shall indemnify its officers and directors and may defend and indemnify its other employees or agents to the full extent permitted by law if any such person was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such

action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or otherwise.

ARTICLE VIII: DIRECTOR LIABILITY

No director of the Corporation shall be liable to the Corporation or any of its shareholders or members for monetary damages for an act or omission in the director's capacity as a director, provided, however, that the limitation of liability contained in this Article VIII shall not eliminate or limit the liability of a director for:

1. A breach of a director's duty of loyalty to the Corporation or its or shareholders or members;
2. An act or omission not in good faith or that involves intentional misconduct for a knowing violation of the law;
3. A transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
4. An act or omission for which the liability of a director is expressly provided for by statute; or
5. An act related to an unlawful stock repurchase or payment of a dividend.

ARTICLE IX: STOCK

The Corporation shall have authority to issue 7,500 shares of Common Stock with a par value of \$1.00 each.

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE X

The directors of the Corporation shall be:

Ronald Zaberer

Chris Waters

ARTICLE XI

The officers of the Corporation shall be:

Ronald Zaberer President

Chris Waters Vice President

Chris Waters Secretary

Ronald Zaberer Treasurer

ARTICLE XII: REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII: EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIV: AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XV: REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 SW 22nd Street, 4th Floor, Miami, Florida 33145 . The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., located at 1840 SW 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE XVI: INCORPORATOR

The name and address of the Incorporator is:

Daniel W. Schreimann
909 Lake Carolyn Parkway, Suite 150
Irving, Texas 75039

IN WITNESS WHEREOF, I have hereunto set my hand on this ²⁴ day of January, 2004 and filed the foregoing Articles of Incorporation under the laws of the State of Florida.



Daniel W. Schreimann, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

Spiegel & Utrera, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Spiegel & Utrera

By: _____

Natalia Utrera, Vice President

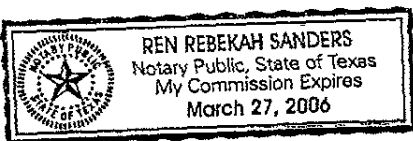
THE STATE OF TEXAS

§

COUNTY OF DALLAS

§

I, the undersigned Notary Public, do hereby certify that on the 18 day of January, 2004, personally appeared before me Daniel W. Schreimann, who being by me first duly sworn, declared to me that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true and correct.



Ren Rebekah Sanders
 Notary Public, State of Texas

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