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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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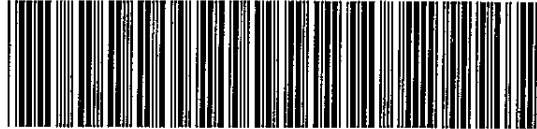
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
2/11/04

PADEREWSKI, DANNHEISSER & SWEETING, P.A.

ALEXANDER G. PADEREWSKI
B. V. DANNHEISSER, III

ATTORNEYS AT LAW
1834 MAIN STREET
SARASOTA, FLORIDA 34236
(941) 365-7600
FAX (941) 366-6324

MICHAEL E. SWEETING
MARK T. FLAHERTY

February 2, 2004

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Pop's Pool Finishers, Inc.

Dear Sir:

Please find enclosed an original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Filing Fees	\$ 35.00
Certified Copies of Articles	<u>\$ 52.50</u>
Total	\$122.50

I would appreciate your returning a certified copy to me.

Thank you for your cooperation.

Very truly yours,



ALEXANDER G. PADEREWSKI

AGP/as
Enclosure

ARTICLES OF INCORPORATION
OF
POP'S POOL FINISHERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of the corporation shall be POP'S POOL FINISHERS, INC. The mailing address for the corporation is 1134 Coconut Avenue, Sarasota, Florida 34236.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description for the purpose of transacting any or all legal business, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Alexander G. Paderewski, and his address is 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by-laws but shall never be less than one. the name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Melton D. Payton	1134 Coconut Avenue Sarasota, Florida 34236

ARTICLE VII - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is:
Alexander G. Paderewski, 1834 Main Street, Sarasota, Florida 34236.

ARTICLE VIII - TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof: and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the by-laws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX
TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE X - REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

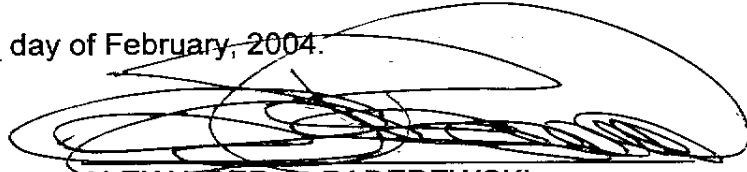
ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XIII - DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

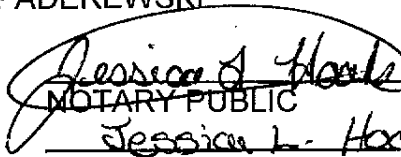
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of February, 2004.



ALEXANDER G. PADEREWSKI
Subscriber

**STATE OF FLORIDA
COUNTY OF SARASOTA**

The foregoing instrument was acknowledged before me this 2nd day of February, 2004, by ALEXANDER G. PADEREWSKI


NOTARY PUBLIC
Jessica L. Hooks

Printed, Typed or Stamped Name of Notary



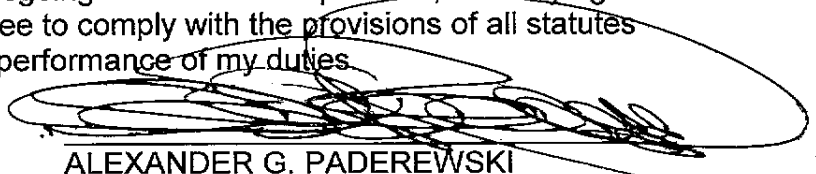
Jessica L. Hooks
MY COMMISSION # DD170456 EXPIRES
December 9, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Personally known _____
or Produced identification _____
Type of identification produced _____

ACCEPTANCE

Having been named to accept service of process for POP'S POOL FINISHERS, INC. at the place indicated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: February 2, 2004


ALEXANDER G. PADEREWSKI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA