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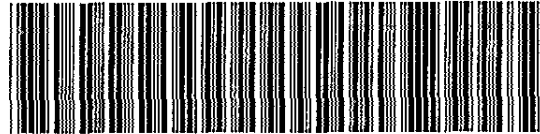
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RYAN E. WILLITS, P.A.

Attorneys at Law

245 N. OCEAN BLVD.
SUITE 204
DEERFIELD BEACH, FLORIDA 33441

PHONE: 954-834-2000
FACSIMILE: 954-834-2010
RYAN@FLORIDADIRTLAWYERS.COM

February 12, 2004

Florida Department of State
Division of Corporations
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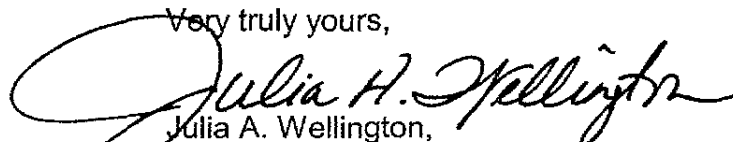
Re: Articles of Incorporation for BLUE GATOR POOL SUPPLY, INC.

To Whom It May Concern:

Please find enclosed a check in the amount of \$78.50 made payable to the Florida Department of State Division of Corporations for the filing fee and certified copy of the Articles of Incorporation for the above referenced corporation, as well as a Certificate of Good Standing.

Please use the enclosed postage paid Federal Express envelope to return the certified copy of the Articles of Incorporation and the Certificate of Good Standing. If there are any questions, please do not hesitate to contact us. Thank you for your attention to this matter.

Very truly yours,


Julia A. Wellington,
Assistant to Ryan E. Willits

Enclosures

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ARTICLES OF INCORPORATION
OF
BLUE GATOR POOL SUPPLY, INC.
A FLORIDA CORPORATION

The undersigned incorporators by these articles incorporate themselves for the purpose of forming a corporation under the laws of the state of Florida, and adopt the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is BLUE GATOR POOL SUPPLY, INC. For convenience, these articles of incorporation in this instrument shall be referred to as the "Articles"; and the bylaws as the "Bylaws".

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address for the corporation shall be 1020 NE 44th Street, Oakland Park, FL 33334.

ARTICLE III. PURPOSE

BLUE GATOR POOL SUPPLY, INC. is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. OFFICERS

The qualifications and methods of election of the Directors of the Corporation and the manner of their admission shall be as regulated and stated in the Bylaws.

**ARTICLE V. INITIAL REGISTERED AGENT
AND REGISTERED OFFICE**

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is as follows:

RYAN E. WILLITS, P.A.
245 N. OCEAN BLVD.
SUITE 204
DEERFIELD BEACH, FL 33441

ARTICLE VI. INCORPORATOR

The name and address of the incorporator to these articles are as follows:

RONALD J. FINFROCK
1020 N.E. 44TH STREET
OAKLAND PARK, FL 33334

ARTICLE VII. SHARES

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE VIII. INITIAL OFFICERS

The initial officers of this corporation shall be:

President Ronald J. Finfrock

ARTICLE IX. POWERS

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the shareholders.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify the officers or directors, or any former officers or directors, to the full extent provided by law.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on this 12th day of February, 2004.



Ronald J. Finfrock, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared RONALD J. FINFROCK, who is personally known to me or who has produced a driver's license as identification, and who has sworn and says that the foregoing is true.

Sworn to me on this 12th day of February, 2004.

(Seal)

My Commission Expires:



Julia A. Wellington
Commission # DD081989
Expires Jan. 2, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Julia A. Wellington
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for at the place designated in these Articles, I 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.

By: *Ryan E. Willits*
Ryan E. Willits

Dated: 2-12-04

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